

CRP SERVICES, LLC
13335 Noel Road, Suite 1825
Dallas, TX 75240
(972) 702-7333 (Telephone)
(972) 702-7334 (Facsimile)

Former Chief Restructuring Officer for the
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| GENERAL MEDIA, INC., <u>et al.</u> |) | Case No. 03-15078 (SMB) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**APPLICATION OF CRP SERVICES, LLC AS INDEPENDENT
CONTRACTOR PROVIDING MANAGEMENT SERVICES FOR THE
DEBTORS AND DEBTORS IN POSSESSION FOR FINAL ALLOWANCE AND
AWARD OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

| | |
|---|---|
| Name of applicant: | CRP Services, LLC |
| Authorized to provide professional services to: | Debtors and Debtors in Possession |
| Date of retention: | October 9, 2003, <u>nunc pro tunc</u> to August 12, 2003 |
| Period for which Compensation and Reimbursement is sought: | August 12, 2003 through December 19, 2003 |
| Amount of compensation sought as actual, reasonable and necessary: | \$1,046,436.00 |
| Amount of reimbursement sought as actual, reasonable and necessary: | \$170,326.63 |

This is a final fee application.

**GENERAL MEDIA, INC., ET AL.
CRP SERVICES, LLC
COMPENSATION BY PROJECT CATEGORY FOR THE
PERIOD AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

| Category | Hours | Net Totals |
|---|-----------------|-----------------------|
| Cash Management | 472.35 | 187,396.41 |
| Creditor Mgmt/Communications | 347.77 | 141,304.67 |
| Case Admin and Management | 135.98 | 56,007.50 |
| Operations Mgmt/Analysis | 776.60 | 310,373.50 |
| Disclosure Statement and Plan of Reorganization | 218.73 | 76,820.00 |
| Asset Sales | 456.87 | 152,410.41 |
| Fee Applications | 32.13 | 13,151.00 |
| Travel | 550.60 | 108,972.51 |
| Net Totals | 2,991.03 | \$1,046,436.00 |

**GENERAL MEDIA, INC., ET AL.
CRP SERVICES, LLC
FEE SUMMARY
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

| Name | Reg. Hours | Reg. Rate | Regular Fees | Travel Hours | Travel Rate | Travel Fees | Total Hours | Blended Rate | Total Fees |
|--------------------|-----------------------|----------------------|-------------------------|-------------------------|------------------------|------------------------|------------------------|-------------------------|---------------------|
| A. Snyder | 139.00 | 175.00 | 24,325.00 | 32.00 | 87.50 | 2,800.00 | 171.00 | 158.63 | 27,125.00 |
| D. Dixon | 778.73 | 390.00 | 303,706.00 | 165.00 | 195.00 | 32,175.00 | 943.73 | 355.91 | 335,881.00 |
| JC Crouse | 757.64 | 325.00 | 246,219.99 | 133.06 | 162.50 | 21,628.76 | 890.70 | 300.72 | 267,848.75 |
| S. Avila | 765.10 | 475.00 | 363,212.50 | 220.50 | 237.50 | 52,368.75 | 985.60 | 421.65 | 415,581.25 |
| W. Snyder | 0.00 | 475.00 | 0.00 | 0.00 | 237.50 | 0.00 | 0.00 | 475.00 | 0.00 |
| Grand Total | 2,440.47 | 384.13 | 937,463.49 | 550.56 | 197.93 | 108,972.51 | 2,991.03 | 349.86 | 1,046,436.00 |

GENERAL MEDIA, INC., ET AL.
CRP SERVICES, LLC
DISBURSEMENT SCHEDULE
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003

| EXPENSE DESCRIPTION | TOTAL |
|----------------------------|---------------------|
| Airfare | 34,805.05 |
| Ground Transportation | 8,147.25 |
| Lodging | 49,140.86 |
| Mail/Postage | 883.51 |
| Meals | 12,274.12 |
| Miscellaneous | 265.05 |
| Phone | 428.90 |
| Supplies | 559.89 |
| Attorneys' Fees | 65,082.00 |
| Admin – Credit | (1,260.00) |
| Total | \$170,326.63 |

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Former Chief Restructuring Officer for the
Debtor and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re: |) | Chapter 11 |
| |) | |
| GENERAL MEDIA, INC., <u>et al.</u> |) | Case No. 03-15078 (SMB) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**APPLICATION OF CRP SERVICES, LLC AS INDEPENDENT
CONTRACTOR PROVIDING MANAGEMENT SERVICES FOR THE
DEBTORS AND DEBTORS IN POSSESSION FOR FINAL ALLOWANCE
AND AWARD OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

**TO: THE HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE**

CRP Services, LLC (“CRP” or the “Applicant”), independent contractor to General Media, Inc., et al. (the “Debtors”), for its final application (the “Application”) pursuant to 11 U.S.C. § 330, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 24, 1991 and amended April 21, 1995; and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 for a final allowance and award of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents:

I. INTRODUCTION

1. By this Application, CRP seeks (i) a final allowance and award of compensation for the professional services rendered by CRP as an independent contractor for the Debtors for the period from August 12, 2003 through December 19, 2003 (the “Compensation Period”) and for time spent preparing its first interim fee application, in the amount of \$1,046,436.00, representing 2991.03 hours of professional services; and (ii) reimbursement of actual and necessary expenses incurred by CRP during the Compensation Period in connection with the rendition of such professional services, as well as for attorneys’ fees incurred in connection with the preparation and prosecution of CRP’s interim and final fee applications, in the amount of \$170,326.63.

2. Although CRP believes that it is entitled to a success fee of \$350,000 pursuant to the terms of its engagement letter with the Debtors or the payment of a fee premium of equal amount in recognition of the extraordinary professional work performed by CRP in these cases, CRP has elected not to seek such a success fee or fee premium and, instead, only to request compensation for its services at the hourly rates set forth in its engagement letter.

3. This Application reflects a voluntary, courtesy fee discount of \$11,780.00.

II. BACKGROUND

4. On August 12, 2003 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”).

5. General Media, Inc. (“General Media”), one of the Debtors, is a Delaware corporation headquartered in New York, New York. As of the Petition Date, General Media, in conjunction with the other Debtors, (i) engaged in the publication and sale of men’s magazines, (ii) the sale of various adult-oriented entertainment products and services, and (iii) the licensing

of its trademarks to publishers in foreign countries and for use on various consumer products and services.

6. The Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

7. No trustee or examiner has been appointed in these cases.

8. On August 21, 2003, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors (the "Committee").

9. On September 16, 2003, the Debtors filed their Motion Pursuant to Section 363 of the Bankruptcy Code for Authorization to Enter into an Agreement to Employ CRP Services, LLC as an Independent Contractor to Provide Management Services for the Debtors and Debtors in Possession, *Nunc Pro Tunc* to August 12, 2003. On October 9, 2003, this Court entered its Order Pursuant to 11 U.S.C. §363 Authorizing the Debtors to Enter Into An Agreement to Employ CRP Services, LLC as an Independent Contractor to Provide Management Services for the Debtors *Nunc Pro Tunc* to August 12, 2003.

10. The Agreement for Professional Services, between General Media and CRP, dated as of August 12, 2003 (the "CRP Engagement Letter"), provides for the compensation of CRP, as follows:

4. Compensation.

- a. The following rates shall apply for CRP Services professionals who will be needed to fulfill CRP Services' obligations under this Agreement:

- Scott Avila – \$475 per hour
 - Dan Dixon – \$390 per hour
 - Cooper Crouse – \$325 per hour
 - Associates – \$150 to \$200 per hour
- b. CRP Services shall charge 50% of the above hourly rates for all time expended by CRP Services professionals incurred in traveling from the professionals' place of residence to the Debtors' location.
- c. A success fee of \$350,000, to be paid in six-equal monthly installments, upon either (i) the sale of substantially all of the Debtors' assets or (ii) the confirmation of a Plan of Reorganization.
- d. CRP Services shall be reimbursed for all reasonable expenses incurred directly relating to any work undertaken hereunder. Such expenses include but are not limited to: travel, lodging, meals, equipment and vehicle rental, clerical supplies and services, and telephone, fax and photocopying charges. Requests for reimbursement of these expenses will be submitted to the Bankruptcy Court in conjunction with CRP Services' periodic fee applications.
- e. CRP Services shall seek payment of its fees and disbursements on a periodic basis in accordance with sections 330 and 331 of the Bankruptcy Code and any Orders with respect to compensation procedures entered by the Bankruptcy Court in the chapter 11 cases.

CRP Engagement Letter at 2-3. The CRP Engagement Letter also provides that "either the Debtors or CRP Services may terminate this Agreement upon ten (10) days' prior written notice to the other party, with payment due to CRP Services for services rendered and expenses incurred through the termination." Id. at 2.

11. On or about December 16, 2003, the Debtors notified CRP of their election to terminate CRP's services under the CRP Engagement Letter. The Debtor's termination letter to CRP expressly states that the termination was without cause.

12. On December 22, 2003, the Debtors filed the (i) Debtors' Joint Plan of Reorganization (the "Original Plan") and (ii) Disclosure Statement Pursuant to Section 1125 of

the Bankruptcy Code for the Debtors' Joint Plan of Reorganization (the "Original Disclosure Statement").

13. On December 24, 2003, the Debtors filed their Motion Pursuant to Section 363 of the Bankruptcy Code for Authorization to Enter into an Agreement to Employ Seneca Financial Group, Inc. ("Seneca") as an Independent Contractor to Provide Management Services for the Debtors and Debtors in Possession *Nunc Pro Tunc* to December 16, 2003. On January 15, 2004, this Court entered its order approving Seneca's retention. The agreement between Seneca and the Debtors provides for a monthly flat fee and does not provide for the payment of a success fee of any kind to Seneca.

14. On January 16, 2004, CRP filed its First Application of CRP Services, LLC as Independent Contractor Providing Management Services for the Debtors and Debtors in Possession for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period August 12, 2003 through December 19, 2003 (the "First Interim Application"), which reserved the right of CRP to apply for a success fee in these cases.

15. Following the Objection (the "Objection") of NAFT Ventures I LLC to Interim Application of CRP Services, LLC for Allowance of Compensation and Reimbursement of Expenses, the hearing to consider the First Interim Application has been adjourned from time to time. Accordingly, no order has been entered by this Court in respect of the First Interim Application.

16. On March 3, 2004, the Debtors filed their First Amended Joint Plan of Reorganization, on April 21, 2004, the Debtors filed their Second Amended Joint Plan of Reorganization, on July 24, 2004, the Debtors filed their Third Amended Joint Plan of Reorganization and on August 12, 2004, the Debtors filed their Fourth Amended Joint Plan of Reorganization (the "Fourth Amended Plan").

17. On August 13, 2004, this Court entered its Order Under 11 U.S.C. § 1129(A) and (B) and Fed. R. Bankr. P. 3020 Confirming The Debtors' Fourth Amended Joint Plan of Reorganization.

18. Except with respect to Court approved payments, CRP has received no payment and no promises for payment from any source for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between the Applicant and any other person (other than members of CRP) for the sharing of compensation to be received for the services rendered in connection with these chapter 11 cases.

19. As stated in the Affirmation of T. Scott Avila, annexed hereto as Exhibit "A," all of the services for which final compensation is sought herein were rendered for or on behalf of the Debtors solely in connection with these chapter 11 cases.

20. Pursuant to the Administrative Fee Order, during this Compensation Period, CRP served on the Debtors and the other notice parties identified therein, CRP's (i) monthly fee statement, dated October 15, 2003, for services rendered during the period of August 12, 2003 through August 31, 2003 in the amounts of \$167,219.75 for fees and \$21,564.22 for expenses (the "August Monthly Fee Statement"); (ii) monthly fee statement, dated October 15, 2003, for services rendered during the period September 1, 2003 through September 30, 2003 in the amounts of \$311,078.25 for fees and \$25,386.01 for expenses (the "September Monthly Fee Statement"); (iii) monthly fee statement, dated November 12, 2003, for services rendered during the period October 1, 2003 through October 31, 2003 in the amounts of \$251,578.87 for fees and \$26,317.31 for expenses (the "October Monthly Fee Statement"); (iv) monthly fee statement, dated December 10, 2003, for services rendered during the period November 1, 2003 through November 30, 2003 in the amounts of \$183,230.25 for fees and \$17,499.40 for expenses (the "November Monthly Fee Statement"); (v) monthly fee statement, dated January 6, 2003, for

services rendered during the period December 1, 2003 through December 19, 2003 in the amounts of \$125,003.88 for fees and \$16,935.55 for expenses (the “December Monthly Fee Statement”) (the “December Monthly Fee Statement” and, together with the August Monthly Fee Statement, the September Monthly Fee Statement, the October Monthly Fee Statement, and the November Monthly Fee Statement, the “Monthly Fee Statements”).

21. Pursuant to the Administrative Fee Order, as of the date of this Application, CRP has received payment of 80% of the fees requested and 100% of the expense reimbursements requested with respect to each of its Monthly Fee Statements.

III. JURISDICTION

22. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief sought herein is section 330 of the Bankruptcy Code and Bankruptcy Rules 2002(a) and 2016.

IV. SUMMARY OF SERVICES RENDERED

23. Beginning August 12, 2003 and continuing during the Compensation Period, CRP rendered professional services to the Debtors as requested and as necessary and appropriate in these cases. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Debtors’ needs required the expenditure of substantial time by CRP personnel, on an as-needed basis.

24. CRP maintains written records of the time expended by its personnel in the rendition of their professional services to the Committee. CRP’s time records were contemporaneously made with the rendition of services by the person rendering such services. A compilation showing the name of the CRP professional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the

services during the Compensation Period, and during the course of CRP's preparation of this Application, is annexed hereto as Exhibit "B." Attached hereto as Exhibit "C" is a schedule of the hours expended by the professionals during the Compensation Period and during the course of preparing this Application, their normal hourly rates, and the value of their services.

25. CRP also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which also are available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "D".

26. CRP respectfully submits that the professional services that it rendered on behalf of the Debtors were necessary and appropriate and have directly contributed to the effective administration of these chapter 11 cases.

27. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of those areas in which services were rendered for the Debtors, as well as to identify some of the problems and issues that CRP was required to address.

(i) Treasury Management

28. CRP assumed the responsibility for all of the Debtors' treasury operations. In this capacity CRP was responsible for all the Debtors' activities with respect to the Financing Agreement, dated as of August 14, 2003 between the Debtors, the lenders party thereto and certain other parties (along with all amendments thereto, the "DIP Credit Facility"), critical vendor and trade vendor management, cash management, and financial reporting.

29. For example, CRP prepared the weekly and monthly financial reporting information required under the DIP Credit Facility as well as additional information requested by

the lenders thereunder and the Committee's advisors. The financial reporting information served as the primary analytical tool for the Debtors' creditor constituents and their professionals in analyzing the Debtors' operations. This information included, among other things, (i) weekly cash reports, including cash flow projections and a discussion of the assumptions supporting such projections, (ii) weekly variance reporting, including schedules and narratives describing the Debtors' performance against the covenants and budget incorporated in the DIP Credit Facility, and (iii) monthly reporting packages, including comprehensive income statements, balance sheets, and income statement analysis.

30. CRP also analyzed and negotiated a settlement with the Debtors' distributor which had terminated monthly cash advances to the Debtors. The monthly cash advances were the primary source of cash for the Debtors' business and without these customary advances, the Debtors would have been required to convert the case to a chapter 7 proceeding. The successful settlement with the distributor thwarted a motion to convert the case to a chapter 7 proceeding filed by the Committee. CRP also established a treasury management system with a new financial institution after the termination of the Debtors' cash management relationship with its pre-petition bank.

31. In addition, CRP (i) prepared the underlying analysis supporting the Debtors' critical vendor program and managed the payments under this program (resulting in significant savings to the estate), (ii) was actively involved in all discussions and negotiations with key trade vendors for the provision of goods and services to the Debtors on a post-petition basis, (iii) negotiated agreements with trade vendors that provided the vendors with necessary assurances that they would be paid post-petition, resulting in the provision of critical post-petition supplies for the operation of the Debtors' business and (iv) negotiated with certain key trade vendors in

order to enter into an assignment agreement which resulted in substantial increases in post-petition working capital available to the Debtors.

(ii) Creditor Management and Communications

32. CRP's professionals were involved in all day-to-day operating activities of the Debtors' business. CRP was also involved in the management of all cash management reporting requirements under the DIP Credit Facility, as well as the restructuring process itself. In such capacity, CRP communicated frequently with the lenders under the DIP Credit Facility, the Committee, the Committee's counsel, the Committee's advisors and the Debtors' trade vendors regarding, (i) the reporting requirements mandated under the DIP Credit Facility and (ii) the Debtors' operating performance, the progress of the sales process and the development of the Original Plan. CRP also had responsibility for (i) managing meetings and negotiations with the Debtors' primary trade creditors regarding monthly cash advances and (ii) reestablishing constructive relationships with vendors that provided critical products and services including but not limited to, paper and printing suppliers, magazine distribution, video distribution, credit card processing, insurance and circulation reporting and analysis.

(iii) Case Management and Administration

33. CRP was involved in all management and administrative aspects of the Debtors' bankruptcy proceedings. CRP's responsibilities in this area included, but were not limited to (i) preparation of all first day orders, (ii) preparation of the Debtors' statement of financial affairs and all associated bankruptcy schedules, (iii) preparation of the monthly operating reports for all nine Debtor entities, (iv) attendance at various court hearings and meetings, (v) review of various court filings, (vi) planning and execution of the accounting transition between pre-petition and post-petition activity, (vii) public relations activities, including interviews with the press and development of press releases, and (viii) resolving reclamation and breach of contract claims.

(iv) Operations Management & Analysis

34. Pursuant to the demands of the lenders under the DIP Credit Facility, CRP was required to manage all aspects of the management and operations of the Debtors' business. Accordingly, CRP managed the day-to-day operations of the Debtors' business and restructuring activities while working to improve the Debtors' profitability.

35. Day-to-Day Management of the Debtors' Business. Beginning on the Petition Date, CRP's activities included, but were not limited to, (i) developing and implementing a management system that provided the Debtors' senior management team with a means of addressing numerous issues associated with day-to-day operating activities, various profit improvement programs, and the global restructuring of the Debtors' organization, (ii) reestablishing a consistent publishing schedule for the Debtors' publications in order to improve the Debtors' liquidity, (iii) securing the reinstatement of health and general business insurance, (iv) negotiating certain agreements with the Debtors' video distributor which resulted in the receipt of \$180,000, (v) identifying a new vendor that could facilitate continued subscriber processing, ensuring approximately \$100,000 in weekly cash receipts, (vi) reestablishing relationships with third party advertising research companies which supply data critical for the continuation of the Debtors' advertising revenue, (vii) resolving conflicts over the post-petition use of copyrighted materials with photographers, cartoonist and writers, facilitating the Debtors' access to critical content for use in the Debtors' business, (viii) implementing policies and procedures concerning the release of copyrighted materials to international licensees, ensuring a continuing revenue stream from the Debtors' international publications, (ix) facilitating the Debtors' continued web site presence, allowing for associated cash receipts of \$100,000 per week, and (x) negotiating assignment agreements between the Debtors' magazine distributor and

its critical printers and paper suppliers that allowed for the Debtors' publications to continue to be produced.

36. Profit Improvement/Restructuring. Following a 39% decline in the Debtors' publications' domestic average monthly newsstand circulation between 1997 and 2002, and an associated decline in revenues, CRP commenced various actions to improve the profitability of the Debtors' operations, which included, among other things, (i) implementing certain modifications to production processes that will save the Debtors \$1.4M per year, (ii) analyzing publication profitability and other factors to maximize profits and cash flow, (iii) reducing warehousing expenses through facility consolidation, (iv) restructuring the Debtors' Internet operations, resulting in annualized savings of \$200,000, (v) analyzing the profitability of the Debtors' third-party audio text, Internet, video production and video distribution relationships and identifying alternatives to improve profitability in each area, (vi) analyzing and rejecting certain equipment leases in order to reduce future liabilities by over \$185,000, (vii) developing and implementing certain DVD marketing initiatives to increase the circulation of the Debtors' publications, (viii) reestablishing web-hosting services with a lower cost service provider generating annualized savings in excess of \$400,000, (ix) identifying alternative locations for the Debtors' corporate offices that will reduce annual operating expenses by \$1.2 million, and (x) developing a plan for the comprehensive restructuring of the Debtors' business, resulting in multiple offers to purchase the Debtors' assets in excess of the price originally anticipated by the key parties in interest.

(v) Original Disclosure Statement and Original Plan of Reorganization

37. CRP was actively involved in the preparation of the Debtors' Original Plan and Original Disclosure Statement. Among other things, CRP was involved in, (i) developing a detailed liquidation analysis for all of the Debtors' entities individually and on a consolidated

basis and preparing text to be included in the Original Disclosure Statement referencing such liquidation analysis, (ii) performing an analysis to identify the characteristics of an optimal convenience class of creditors for inclusion in the Original Plan, (iii) analyzing all classes of claims and estimating the amount of allowed claims in each creditor class, (iv) attending various meetings and telephone conversations with key parties in interest in order to formulate the Original Plan, (v) developing detailed financial projections that supported the feasibility of the reorganization, (vi) analyzing executory contracts and unexpired leases, and (vii) compiling operating data to be included in the Debtors' Original Disclosure Statement.

(vi) Asset Sales

38. CRP conducted a comprehensive sales process to market the Debtors' assets, which included, among other things, (i) contacting approximately 89 potential strategic and financial buyers in the US, Europe and Asia, (ii) developing a preliminary offering memorandum, (iii) distributing and negotiating confidentiality agreements, which were executed by 31 parties, (iv) compiling, digitizing and distributing due diligence materials, (v) developing detailed financial projections of the restructured business, (vi) responding to additional due diligence requests for information and (vii) coordinating multiple on-site visits by parties interested in purchasing the Debtors' assets. The process resulted in multiple parties interested in purchasing the Debtors' assets at a valuation in excess of the minimum price originally envisioned by the Debtors or their creditors. Although the key parties in interest originally expected that priority and general unsecured claims would receive no recovery and that the Debtors' secured noteholders would obtain a *de minimis* recovery, an auction process run by CRP identified parties willing to compete over the Debtors' assets and led to the proposal of successive plans of reorganization, finally resulting in the Debtors' proposal of the Fourth

Amended Plan, recently confirmed by the Court, which provides a 100% recovery to general unsecured creditors.

(vii) Application To Employ & Fee Applications

39. This category reflects time incurred by CRP's professionals in preparing the retention application submitted on their behalf, for time incurred in the preparation and filing of five monthly fee notices during the Compensation Period for the months of August, September, October, November and December, 2003 and for the time incurred in preparation of the First Interim Application.

40. As noted above, the foregoing descriptions of the services rendered by CRP on behalf of the Debtors during the Compensation Period are not intended to be exhaustive. Rather, the information provided above has been included to enable parties in interest to have a general understanding of the scope and extent of the services performed by CRP during the Compensation Period, and CRP respectfully requests such parties review the attached time records and supporting documentation for a complete recitation of the services performed by CRP on behalf of the Debtors and their creditors.

V. FACTORS TO BE CONSIDERED IN AWARDING PROFESSIONAL FEES

41. The factors to be considered in awarding professional fees have been enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir.), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904 (1977), and have been adopted by most courts. CRP respectfully submits that a consideration of these factors should result in this Court's allowance and award of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by CRP on behalf of the Debtors required the continuous expenditure of substantial time and effort, under significant time pressures. The services

rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.

(B) The Novelty and Difficulty of Questions. In these cases, as in all others in which the Applicant is involved, CRP's creative approach helped clarify and resolve a number of complex and novel issues.

(C) The Skill Requisite to Perform Professional Services Properly. CRP believes that its recognized expertise in the area of corporate reorganization, its ability to draw from its highly experienced professionals, and its creative approach to the resolution of issues contributed to the success of the Debtors' reorganization efforts.

(D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. These cases consumed a tremendous amount of professional time and CRP's work for the Debtors precluded its acceptance of additional engagements.

(E) The Customary Fee. CRP respectfully submits that the fees sought herein are reasonable given the magnitude and complexity of these chapter 11 cases and the time expended in attending to the representation of the Debtors, and is commensurate with the monthly fee CRP has been awarded in other cases in which a success fee was agreed to between the parties, as well as with monthly fees charged by other management consultants of comparable experience in cases in which a success fee was anticipated.

(F) Whether the Fee is Fixed or Contingent. Pursuant to section 330 of the Bankruptcy Code, all fees sought by formally retained professionals in

these cases are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

(G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, CRP attended to certain issues arising in these chapter 11 cases in compressed and urgent time periods.

(H) The Amount Involved and Results Obtained. CRP's active participation in these cases, as discussed, greatly contributed to the prospect of a successful plan of reorganization and creditor recoveries far in excess of those originally anticipated by parties in interest.

(I) The Experience, Reputation and Ability of the Professionals. CRP has a sophisticated financial restructuring practice and is playing and has played a major role in numerous cases of national import. CRP's experience enabled it to perform the services described herein competently and expeditiously.

(J) The "Undesirability" of the Case. These cases are not undesirable.

(K) Nature and Length of Professional Relationship. CRP was retained as of August 12, 2003. The Court entered an order on October 9, 2003, authorizing the Debtors to employ CRP, nunc pro tunc to August 12, 2003. CRP rendered services continuously to the Debtors between August 12, 2003 through the balance of the Compensation Period, as necessary and appropriate.

VI. ALLOWANCE OF COMPENSATION

42. The professional services rendered by CRP required a high degree of professional competence and expertise so that the numerous issues confronting the Debtors could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Debtors were

performed efficiently, effectively and economically, and the results obtained have benefited not only the Debtors, but also the Debtors' estates and creditors.

43. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person:

reasonable compensation for actual, necessary services rendered ...

44. Section 330(a)(3)(A), in turn, provides that

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3)(A). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent professionals to serve in bankruptcy cases.

45. The total time spent by CRP professionals during the Compensation Period was 2,991.03 hours. The work involved and, thus, the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

46. As shown by this Application and supporting documents, CRP spent its time economically and without unnecessary duplication of time. As noted above, attached hereto as Exhibit "C" is a schedule of the hours expended by the professionals during the Compensation

Period and during the course of preparing this Application, their normal hourly rates, and the value of their services.

47. CRP incurred actual out-of-pocket expenses in connection with the rendition of professional services to the Debtors, as well as the preparation and prosecution of the First Interim Application, in the amount of \$170,326.63 for which CRP respectfully requests reimbursement in full. This amount reflects (i) a \$2,457.86 downward billing adjustment and (ii) a \$1,260.00 administrative credit.¹ The disbursements and expenses have been incurred in accordance with CRP's normal practice of charging clients for expenses clearly related to and required by particular matters and at CRP's actual cost. CRP has endeavored to minimize these expenses to the fullest extent possible. For example, CRP typically (i) booked airfare in advance, on discount airlines and (ii) booked hotels at a corporate discount rate.

48. As noted above, no agreement or understanding exists between CRP and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these chapter 11 cases.

49. No prior application has been made in this Court or in any other court for the final relief requested herein.

WHEREFORE, CRP respectfully requests that this Court enter an order, in the form attached hereto as Exhibit "E":

(a) approving and granting final allowance and an award of \$1,046,436.00 for compensation for professional services rendered to the Debtors during the period from August

¹ One of the Debtors' independent contractors provided administrative support for CRP from time to time, for non-Debtor related tasks. The administrative assistant maintained records for the hours billed on behalf of CRP, totaling \$1,260.00

12, 2003 through and including December 19, 2003, as well as compensation for the performance of professional services during the course of preparing the First Interim Application;

(b) approving and granting final reimbursement of CRP's out-of-pocket expenses incurred in connection with the rendering of such services during the period August 12, 2003 through and including December 19, 2003, as well as the preparation and prosecution of the First Interim Application and this Application, in the amount of \$170,326.63 and such additional expenses, including legal fees, as shall be incurred by CRP in connection with the preparation and prosecution of this Application.

(c) authorizing and directing the Debtors to pay the fees and expenses awarded; and

(d) granting such other and further relief as this Court may deem just and proper.

Dated: October 22, 2004

Respectfully submitted,

CRP, LLC

By: /s/ T. Scott Avila

T. Scott Avila (Managing Partner)

CRP Services, LLC
13335 Noel Road, Suite 1825
Dallas, TX 75240
(972) 702-7333 (Telephone)
(972) 702-7334 (Facsimile)

Former Chief Restructuring Officer
for the Debtors and Debtors in Possession

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------------|---|--|
| In Re: |) | In Proceedings Under Chapter 11 |
| |) | |
| GENERAL MEDIA, INC., et al. |) | Case No. 03-15078 (SMB) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

AFFIRMATION

T. Scott Avila respectfully states and affirms:

1. I am a managing partner of CRP Services, LLC ("CRP"), which maintains offices at 13335 Noel Road, Suite 1825, Dallas, TX 75240.
2. CRP provided independent contractor services in these Chapter 11 cases for the Debtors.
3. This affirmation is submitted pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure in support of CRP's application for final allowance and award of compensation and for the reimbursement of expenses for services rendered during the period from August 12, 2003 through December 19, 2003 in the aggregate amount of \$ 1,216,762.63.
4. All services for which compensation is requested by CRP are professional services performed for and on behalf of the above-captioned Debtors and not on behalf of any other person.
5. In accordance with 18 U.S.C. § 155, neither I nor any member, associate or other employee of CRP has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.
6. In accordance with Section 504 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between me, CRP, or any member, associate or other employee thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as CRP may receive for services rendered in connection with these cases, nor will any

division of fees prohibited by section 504 of the Bankruptcy Code be made by me or any partner, counsel or associate of my firm.

Dated: October 22, 2004

/s/ T. Scott Avila

T. Scott Avila (Managing Partner)

CRP Services, LLC

Former Chief Restructuring Officer for the
Debtors and Debtors in Possession

EXHIBIT B

**GENERAL MEDIA, INC., ET AL.
CRP SERVICES, LLC
COMPENSATION BY PROJECT CATEGORY FOR THE
PERIOD AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

| Category | Hours | Net Totals |
|---|-----------------|------------------------|
| Cash Management | 472.35 | 187,396.41 |
| Creditor Mgmt/Communications | 347.77 | 141,304.67 |
| Case Admin and Management | 135.98 | 56,007.50 |
| Operations Mgmt/Analysis | 776.60 | 310,373.50 |
| Disclosure Statement and Plan of Reorganization | 218.73 | 76,820.00 |
| Asset Sales | 456.87 | 152,410.41 |
| Fee Applications | 32.13 | 13,151.00 ¹ |
| Travel | 550.60 | 108,972.51 |
| Net Totals | 2,991.03 | \$1,046,436.00 |

¹ Reflects time dedicated to the preparation of this fee application.

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|----------|
| 08/12/03 | D. Dixon | Case Admin & Mgmt Total | Review 1st day motions regarding insurance, confirm amounts. | 0:30 | 390.00 | 195.00 |
| 08/12/03 | S. Avila | Case Admin & Mgmt Total | Meeting with GMI management team re: discuss filing of BK petition | 0:48 | 475.00 | 380.00 |
| 08/12/03 | S. Avila | Case Admin & Mgmt Total | Meeting with GMI employees re: BK filing | 1:18 | 475.00 | 617.50 |
| 08/12/03 | S. Avila | Case Admin & Mgmt Total | Review various motions and affidavits re: BK filing | 3:00 | 475.00 | 1,425.00 |
| 08/12/03 | S. Avila | Case Admin & Mgmt Total | Discussions with L. Sutter (GMI) re: completion of BK motions required to file BK petition. | 0:36 | 475.00 | 285.00 |
| 08/13/03 | JC Crouse | Case Admin & Mgmt Total | Work on summarizing actions from interim hearing | 1:00 | 325.00 | 325.00 |
| 08/13/03 | JC Crouse | Case Admin & Mgmt Total | Address open issues from Hearing - Trustee question on employment application, double check employee disbursements less than \$4650, Tax schedules for each entity and Florida bank balances | 1:30 | 325.00 | 487.50 |
| 08/13/03 | S. Avila | Case Admin & Mgmt Total | Prepare for and attend First Day Court Hearings | 5:30 | 475.00 | 2,612.50 |
| 08/13/03 | S. Avila | Case Admin & Mgmt Total | Review operating instructions from the UST. | 0:24 | 475.00 | 190.00 |
| 08/18/03 | D. Dixon | Case Admin & Mgmt Total | Review US Trustee reporting requirements. Review reporting formats for monthly reporting. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Case Admin & Mgmt Total | Gather information needed for US Trustee meeting. | 0:15 | 390.00 | 97.50 |
| 08/19/03 | D. Dixon | Case Admin & Mgmt Total | Organizational meeting at the US Trustee office | 1:00 | 390.00 | 390.00 |
| 08/19/03 | D. Dixon | Case Admin & Mgmt Total | Meeting with Larry S., Rob F. and Scott A. regarding bankruptcy issues. | 1:30 | 390.00 | 585.00 |
| 08/19/03 | S. Avila | Case Admin & Mgmt Total | Discussions with L. Sutter (GMI) re: Executory contracts; | 0:24 | 475.00 | 190.00 |
| 08/19/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence to R. Feinstein (PSZYJW) re: CRP retention documents. | 0:12 | 475.00 | 95.00 |
| 08/20/03 | D. Dixon | Case Admin & Mgmt Total | Research and print bankruptcy schedules that will need to be prepared | 0:15 | 390.00 | 97.50 |
| 08/20/03 | S. Avila | Case Admin & Mgmt Total | Review correspondence from R. Feinstein (PSZYJW) re: CRP retention. | 0:06 | 475.00 | 47.50 |
| 08/20/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence to R. Feinstein (PSZYJW) re: CRP retention | 0:06 | 475.00 | 47.50 |
| 08/20/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence to R. Feinstein (PSZYJW) re: Filing requirements | 0:06 | 475.00 | 47.50 |
| 08/25/03 | S. Avila | Case Admin & Mgmt Total | Review and revise CRP contract and application to employ pursuant to issues raised by the UST. | 0:48 | 475.00 | 380.00 |
| 08/25/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence to M. Bove (PSZYJW) re: CRP retention. | 0:06 | 475.00 | 47.50 |
| 08/26/03 | S. Avila | Case Admin & Mgmt Total | Meeting with R. Feinstein re: call with UST regarding CRP application to employ; Curtis Stipulation. | 1:00 | 475.00 | 475.00 |
| 08/29/03 | D. Dixon | Case Admin & Mgmt Total | Meet with Richard to go over needed information for completing the bankruptcy schedules. | 0:20 | 390.00 | 130.00 |
| 08/29/03 | S. Avila | Case Admin & Mgmt Total | Review correspondence from D. Dixon (CRP) re: UST fees. | 0:12 | 475.00 | 95.00 |
| 08/29/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence D. Dixon (CRP) re: Trustee fees | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Case Admin & Mgmt Total | Discussions with L. Sutter (GMI) re: Executory contracts | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence to L. Sutter (GMI) re: potential litigation issue. | 0:06 | 475.00 | 47.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|-------|--------|----------|
| 09/02/03 | S. Avila | Case Admin & Mgmt Total | Draft correspondence to R. Feinstein (GMI) re: various BK and operating issues. | 0:12 | 475.00 | 95.00 |
| 09/03/03 | JC Crouse | Case Admin & Mgmt Total | Conference call with Pachulski - SA, DD, JCC, RF, MB - to review debtor issues and restructuring plans | 1:30 | 325.00 | 487.50 |
| 09/03/03 | S. Avila | Case Admin & Mgmt Total | Discussions with R. Galloway (GMI) re: proof of insurance for closing DIP financing. | 0:24 | 475.00 | 190.00 |
| 09/03/03 | S. Avila | Case Admin & Mgmt Total | Discussions with L. Sutter (GMI) re: preparation of executory contract schedule | 0:18 | 475.00 | 142.50 |
| 09/17/03 | S. Avila | Case Admin & Mgmt Total | Travel to and attend Court Hearing re: Final DIP hearing. | 4:30 | 475.00 | 2,137.50 |
| 09/18/03 | D. Dixon | Case Admin & Mgmt Total | Download and review motions filed in the case since petition date. | 0:30 | 390.00 | 195.00 |
| 09/18/03 | S. Avila | Case Admin & Mgmt Total | Review correspondence from J Noelia (PSZYJW) re: misc. bankruptcy filings. | 0:30 | 475.00 | 237.50 |
| 09/22/03 | S. Avila | Case Admin & Mgmt Total | Review and revise executory contract summary schedule | 0:36 | 475.00 | 285.00 |
| 09/26/03 | D. Dixon | Case Admin & Mgmt Total | Review and distribute US Trustee reporting requirements with A. Maniscalco, K. Fuchs, and S. Herman | 0:40 | 390.00 | 260.00 |
| 09/30/03 | D. Dixon | Case Admin & Mgmt Total | Review and print copies of the forms to be filed with the US Trustee | 0:15 | 390.00 | 97.50 |
| 10/01/03 | D. Dixon | Case Admin & Mgmt Total | Preparation of the bankruptcy schedules. | 0:30 | 390.00 | 195.00 |
| 10/02/03 | D. Dixon | Case Admin & Mgmt Total | Phone conference with Pachulski and Garden City people to coordinate bankruptcy schedules completion. | 0:10 | 390.00 | 65.00 |
| 10/02/03 | JC Crouse | Case Admin & Mgmt Total | Transportation and attend hearing on final DIP, Curtis Stipulation and conversion motion | 3:30 | 325.00 | 1,137.50 |
| 10/06/03 | D. Dixon | Case Admin & Mgmt Total | Gather data and complete questionnaire forms for General Media, Inc., General Media Communications, Inc., General Media Entertainment, Inc., General Media (UK), LTD., GMCI Internet Operations, Inc., GMI On-Line Ventures, LTD., Penthouse Images Acquisitions, Inc. and pure Entertainment Telecommunications, Inc. | 7:00 | 390.00 | 2,730.00 |
| 10/06/03 | D. Dixon | Case Admin & Mgmt Total | Review schedules and revise work for all of the entities. | 5:00 | 390.00 | 1,950.00 |
| 10/06/03 | S. Avila | Case Admin & Mgmt Total | Review various bankruptcy motions filed with the Court. | 0:48 | 475.00 | 380.00 |
| 10/07/03 | D. Dixon | Case Admin & Mgmt Total | Add revisions to the monthly US Trustee reporting models. | 0:56 | 390.00 | 364.00 |
| 10/07/03 | D. Dixon | Case Admin & Mgmt Total | Respond to questions regarding bankruptcy schedules. | 0:42 | 390.00 | 273.00 |
| 10/07/03 | D. Dixon | Case Admin & Mgmt Total | Review litigation requirements with L. Sutter (GMI) for inclusion in bankruptcy schedules. | 0:12 | 390.00 | 78.00 |
| 10/07/03 | S. Avila | Case Admin & Mgmt Total | Review various motions and orders filed with the Bankruptcy Court. | 0:24 | 475.00 | 190.00 |
| 10/13/03 | D. Dixon | Case Admin & Mgmt Total | Telephone conversation with S. Avila (CRP) re: GMI schedules, MOR and Statement of Financial Affairs. | 0:30 | 390.00 | 195.00 |
| 10/13/03 | D. Dixon | Case Admin & Mgmt Total | Complete monthly operating reports (MORs) for the 9 entities that filed plus a consolidated. Review and print out. Summarize items needing additional follow up. Distribute to Avila and Feinstein. | 12:00 | 390.00 | 4,680.00 |
| 10/13/03 | S. Avila | Case Admin & Mgmt Total | Telephone conversation with D. Dixon (CRP) re: GMI schedules, MOR and Statement of Financial Affairs. | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|----------------------------|---|------|--------|----------|
| 10/14/03 | D. Dixon | Case Admin & Mgmt Total | Telephone conversation with S. Avila (CRP) re: Bankruptcy Schedules and Statement of Financial Affairs. | 0:24 | 390.00 | 156.00 |
| 10/14/03 | D. Dixon | Case Admin & Mgmt Total | Review additional data needs for monthly operating reports with B. Vazoulas and A. Maniscalco. | 1:00 | 390.00 | 390.00 |
| 10/14/03 | D. Dixon | Case Admin & Mgmt Total | Revise, finalize and distribute monthly operating reports for all 9 entities plus the consolidated. | 7:30 | 390.00 | 2,925.00 |
| 10/14/03 | S. Avila | Case Admin & Mgmt Total | Telephone conversation with D. Dixon (CRP) re: Bankruptcy Schedules and Statement of Financial Affairs. | 0:24 | 475.00 | 190.00 |
| 10/14/03 | S. Avila | Case Admin & Mgmt Total | Review correspondence from D. Dixon (CRP) re: Monthly operating reports | 0:54 | 475.00 | 427.50 |
| 10/15/03 | D. Dixon | Case Admin & Mgmt Total | Follow up with Garden City regarding SoFA's and bankruptcy schedules. | 0:12 | 390.00 | 78.00 |
| 10/15/03 | D. Dixon | Case Admin & Mgmt Total | Follow up with Pachulski regarding submission of monthly operating reports | 0:12 | 390.00 | 78.00 |
| 10/15/03 | D. Dixon | Case Admin & Mgmt Total | Review and provide revisions to the bankruptcy schedules and Schedules of Financial Affairs for all of the entities that filed for bankruptcy on 8/12/03. | 4:18 | 390.00 | 1,677.00 |
| 10/15/03 | D. Dixon | Case Admin & Mgmt Total | Revise monthly operating reports and resubmit to Pachulski for filing. | 0:42 | 390.00 | 273.00 |
| 10/15/03 | S. Avila | Case Admin & Mgmt Total | Review correspondence from D. Dixon (CRP) re: schedules and SoFA. | 0:12 | 475.00 | 95.00 |
| 10/20/03 | D. Dixon | Case Admin & Mgmt Total | Attend and provide testimony at the 341 hearing. | 1:00 | 390.00 | 390.00 |
| 10/20/03 | D. Dixon | Case Admin & Mgmt Total | Gather information requested by US Trustee in preparation of the 341 hearing. | 0:36 | 390.00 | 234.00 |
| 10/20/03 | D. Dixon | Case Admin & Mgmt Total | Prepare for 341 hearing with US Trustee, secure copies of documents including tax returns, DIP checks etc. | 0:42 | 390.00 | 273.00 |
| 10/20/03 | D. Dixon | Case Admin & Mgmt Total | Review material for 341 hearing with S. Avila and L. Sutter | 0:42 | 390.00 | 273.00 |
| 10/20/03 | S. Avila | Case Admin & Mgmt Total | Review and revise Bankruptcy schedules and Statements of Financial Affairs for the various debtor entities; | 1:24 | 475.00 | 665.00 |
| 10/20/03 | S. Avila | Case Admin & Mgmt Total | Review and revise Bankruptcy Schedules and Statements of Financial Affairs. | 1:30 | 475.00 | 712.50 |
| 10/20/03 | S. Avila | Case Admin & Mgmt Total | Review information required for 341 meeting. | 0:36 | 475.00 | 285.00 |
| 10/20/03 | S. Avila | Case Admin & Mgmt Total | Telephone conversation with R. Feinstein (PSZYJW) re: preparation for 341 meeting. | 0:36 | 475.00 | 285.00 |
| 10/20/03 | S. Avila | Case Admin & Mgmt Total | Travel to and attend GMI's 341 meeting. | 2:30 | 475.00 | 1,187.50 |
| 10/21/03 | D. Dixon | Case Admin & Mgmt Total | Meeting with C. Crouse to secure additional data for BK schedules | 0:06 | 390.00 | 39.00 |
| 10/21/03 | D. Dixon | Case Admin & Mgmt Total | Coordinate schedule revisions with Garden City and R. Feinstein. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Case Admin & Mgmt Total | Phone conversation and email exchange with B. Keane (Garden City) regarding schedules and resolution of related issues. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Case Admin & Mgmt Total | Phone meeting with R. Feinstein regarding schedules and other case issues. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Case Admin & Mgmt Total | Review SoFA schedules and exchange comments regarding changes and procedures with Garden City and R. Feinstein. | 0:18 | 390.00 | 117.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 10/22/03 | D. Dixon | Case Admin & Mgmt Total | Create worksheets summarizing change needed for bankruptcy schedules for all 9 entities. Send complete product to Garden City. | 5:30 | 390.00 | 2,145.00 |
| 10/22/03 | D. Dixon | Case Admin & Mgmt Total | Review bankruptcy schedules and prepare for meeting with R. Feinstein. | 1:30 | 390.00 | 585.00 |
| 10/22/03 | D. Dixon | Case Admin & Mgmt Total | Review of bankruptcy schedules with R. Feinstein and B. Vazoulas. | 4:00 | 390.00 | 1,560.00 |
| 10/22/03 | S. Avila | Case Admin & Mgmt Total | Meeting with R. Feinstein (PSZYJW), D. Dixon (CRP) and B. Vazoulas (GMI) re: review and revise Schedules and statement of financial affairs. | 2:30 | 475.00 | 1,187.50 |
| 10/23/03 | D. Dixon | Case Admin & Mgmt Total | Telephone conversation with S. Avila (CRP) re: preparation and review of Schedules and Statement of Financial affairs. | 0:36 | 390.00 | 234.00 |
| 10/23/03 | D. Dixon | Case Admin & Mgmt Total | Finalize bankruptcy reports and SoFA's | 2:30 | 390.00 | 975.00 |
| 10/23/03 | D. Dixon | Case Admin & Mgmt Total | Review bankruptcy schedules with B. Vazoulas and L. Sutter (GMI). Prepare summary of changes and send to Garden City. | 2:48 | 390.00 | 1,092.00 |
| 10/23/03 | D. Dixon | Case Admin & Mgmt Total | Review revisions to bankruptcy schedules for 6 of the entities. Summarize revisions. | 3:00 | 390.00 | 1,170.00 |
| 10/23/03 | D. Dixon | Case Admin & Mgmt Total | Review, research and revise schedules. Direct staff for additional data collection. Review revised reports and resubmit additional changes. Finalize reports. | 5:36 | 390.00 | 2,184.00 |
| 10/23/03 | S. Avila | Case Admin & Mgmt Total | Telephone conversation with D. Dixon (CRP) re: preparation and review of Schedules and Statement of Financial affairs. | 0:36 | 475.00 | 285.00 |
| 10/23/03 | S. Avila | Case Admin & Mgmt Total | Review correspondence from D. Dixon (CRP) re: filing of schedules and statements of financial affairs. | 0:06 | 475.00 | 47.50 |
| 10/23/03 | S. Avila | Case Admin & Mgmt Total | Telephone conversation with R. Feinstein (PSZYJW) re: restructuring options and schedules and statements of financial affairs. | 0:12 | 475.00 | 95.00 |
| 10/24/03 | D. Dixon | Case Admin & Mgmt Total | Various telephone conversations with S. Avila (CRP) re: schedules and statements of Financial affairs. | 0:24 | 390.00 | 156.00 |
| 10/24/03 | S. Avila | Case Admin & Mgmt Total | Various telephone conversations with D. Dixon (CRP) re: schedules and statements of Financial affairs. | 0:24 | 475.00 | 190.00 |
| 10/26/03 | S. Avila | Case Admin & Mgmt Total | Review an execute Bankruptcy Schedules and Statements of financial affairs and distribute to Garden City representatives. | 2:30 | 475.00 | 1,187.50 |
| 10/27/03 | D. Dixon | Case Admin & Mgmt Total | Review schedules and prepare summary spreadsheet for all entities. | 1:06 | 390.00 | 429.00 |
| 10/29/03 | D. Dixon | Case Admin & Mgmt Total | Finalize a spreadsheet that consolidates summary schedule data. | 0:18 | 390.00 | 117.00 |
| 10/30/03 | D. Dixon | Case Admin & Mgmt Total | Revise consolidating schedule model for all entities based on discussions with S. Avila. | 0:24 | 390.00 | 156.00 |
| 11/17/03 | D. Dixon | Case Admin & Mgmt Total | Review bankruptcy schedules to prepare for 341 hearing with US Trustee. | 0:36 | 390.00 | 234.00 |
| 11/17/03 | D. Dixon | Case Admin & Mgmt Total | Review monthly operating reports in preparation of 341 hearing with US Trustee. | 0:36 | 390.00 | 234.00 |
| 12/8/03 | S. Avila | Case Admin & Mgmt Total | Prepare for attend 341 meeting | 1:30 | 475.00 | 712.50 |
| 12/10/03 | JC Crouse | Case Admin & Mgmt Total | Travel to and from hearing on exclusivity | 1:48 | 325.00 | 585.00 |
| 12/10/03 | S. Avila | Case Admin & Mgmt Total | Prepare for hearing on DIP financing and exclusivity | 0:24 | 475.00 | 190.00 |
| 12/10/03 | S. Avila | Case Admin & Mgmt Total | Attend hearing on exclusivity and DIP financing | 2:30 | 475.00 | 1,187.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|--|-----------|-------------------------|--|---------------|--------|------------------|
| 12/16/03 | D. Dixon | Case Admin & Mgmt Total | Complete MOR's for 7 of the 8 entities - all but GM Communications. | 4:00 | 390.00 | 1,560.00 |
| 12/17/03 | D. Dixon | Case Admin & Mgmt Total | Email B. Vazoulas regarding MOR's and Cash management issues. | 0:20 | 390.00 | 130.00 |
| Case Admin & Mgmt Total Total | | | | 135.98 | | 56,007.50 |
| 08/12/03 | D. Dixon | Cash Mgmt | Meet with Richard G. and Jennifer W. to discuss cash reporting. | 1:00 | 390.00 | 390.00 |
| 08/12/03 | D. Dixon | Cash Mgmt | Meet with Donna B. to review cash collections. | 0:30 | 390.00 | 195.00 |
| 08/12/03 | D. Dixon | Cash Mgmt | Discuss AP reporting needs and vendor management issues with Richard G. and Jennifer W. | 1:00 | 390.00 | 390.00 |
| 08/12/03 | D. Dixon | Cash Mgmt | Discussions with accounting team regarding cash results and reporting model. | 1:30 | 390.00 | 585.00 |
| 08/12/03 | S. Avila | Cash Mgmt | Review e-mail from R. Feinstein (PSZYJW) re: DIP financing agreement; | 0:18 | 475.00 | 142.50 |
| 08/12/03 | S. Avila | Cash Mgmt | Review correspondence from J. Naccarato (Cerberus) re: DIP financing agreement. | 0:18 | 475.00 | 142.50 |
| 08/12/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: DIP financing agreement. | 0:18 | 475.00 | 142.50 |
| 08/12/03 | S. Avila | Cash Mgmt | Review correspondence from L. Chervokas (SRZ) re: DIP financing agreement. | 0:24 | 475.00 | 190.00 |
| 08/12/03 | S. Avila | Cash Mgmt | Review cash budget and notes that support such projections. | 0:30 | 475.00 | 237.50 |
| 08/13/03 | D. Dixon | Cash Mgmt | Review motion for secured indebtedness and use of collateral for indebtedness. | 1:00 | 390.00 | 390.00 |
| 08/13/03 | D. Dixon | Cash Mgmt | Review the DIP loan agreement and highlight reporting requirements. | 3:00 | 390.00 | 1,170.00 |
| 08/13/03 | D. Dixon | Cash Mgmt | Discussions and exchanges regarding the additional items necessary to fund the DIP loan. | 1:00 | 390.00 | 390.00 |
| 08/13/03 | D. Dixon | Cash Mgmt | Create request form to use for funding. Distribute to various parties. | 0:30 | 390.00 | 195.00 |
| 08/13/03 | D. Dixon | Cash Mgmt | Discussions with AP staff regarding cash reporting model. | 1:00 | 390.00 | 390.00 |
| 08/13/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: First Day Motions; DIP financing; | 0:30 | 475.00 | 237.50 |
| 08/13/03 | S. Avila | Cash Mgmt | Review revised DIP financing agreement | 0:30 | 475.00 | 237.50 |
| 08/13/03 | S. Avila | Cash Mgmt | Review DIP loan closing check list and discuss with C. Crouse and D. Dixon. (CRP) | 1:00 | 475.00 | 475.00 |
| 08/14/03 | D. Dixon | Cash Mgmt | Review DIP loan agreement and forms to be used for requesting funds. Exchange emails with lender and his attorney regarding form and requests. Prepare request for funds. | 1:30 | 390.00 | 585.00 |
| 08/14/03 | D. Dixon | Cash Mgmt | Discussions with S. Avila (CRP) re: DIP financing issues. | 0:36 | 390.00 | 234.00 |
| 08/14/03 | D. Dixon | Cash Mgmt | Discuss cash position and cash issues with Richard and Jennifer. | 0:30 | 390.00 | 195.00 |
| 08/14/03 | D. Dixon | Cash Mgmt | Review status of funds request, follow up on additional lender requests, seek and obtain signature for DIP loan, revamp funds request and circulate, follow up with pertinent parties. | 1:00 | 390.00 | 390.00 |
| 08/14/03 | D. Dixon | Cash Mgmt | Follow up on funds request. Discuss lender needs with Joe N. Contact Christine G. regarding funds request and revised loan forms. Circulate new documents to pertinent parties. Follow up on requests. | 0:45 | 390.00 | 292.50 |
| 08/14/03 | D. Dixon | Cash Mgmt | Follow up on funds request. | 0:15 | 390.00 | 97.50 |
| 08/14/03 | JC Crouse | Cash Mgmt | Review and Complete Loan Agreement Checklist | 2:00 | 325.00 | 650.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|---|------|--------|----------|
| 08/14/03 | JC Crouse | Cash Mgmt | Develop plan for handling Paymentech - Ask for counsel advice via email | 0:30 | 325.00 | 162.50 |
| 08/14/03 | JC Crouse | Cash Mgmt | Investigate reasons for shortfall in Internet cash disbursements - discuss with Mike McNicholas, Bill Vazoulas. Develop plan to correct | 1:00 | 325.00 | 325.00 |
| 08/14/03 | S. Avila | Cash Mgmt | Telephone conversation with J. Naccarato (Cerberus) re: DIP credit facility. | 0:36 | 475.00 | 285.00 |
| 08/14/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: DIP financing motion | 0:24 | 475.00 | 190.00 |
| 08/14/03 | S. Avila | Cash Mgmt | Meeting with C. Samel (GMI) re: staffing issues; DIP financing issues; | 0:24 | 475.00 | 190.00 |
| 08/14/03 | S. Avila | Cash Mgmt | Review and respond to various e-mails from R. Feinstein (PSZYJW) re: DIP financing and information requests from UST. | 0:48 | 475.00 | 380.00 |
| 08/14/03 | S. Avila | Cash Mgmt | Discussions with D. Dixon (CRP) re: DIP financing issues. | 0:36 | 475.00 | 285.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Follow up on document needs and status of DIP loan funding with respective parties. | 0:15 | 390.00 | 97.50 |
| 08/18/03 | D. Dixon | Cash Mgmt | Follow up on DIP loan requirements and status. | 0:15 | 390.00 | 97.50 |
| 08/18/03 | D. Dixon | Cash Mgmt | Discuss various bankruptcy issues relating to creditors, reporting and cash with Bill V. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Discussions with Jennifer to discuss handling the payment for insurance. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Discussions with Joe N., Rob F. and Christine C. regarding document needs for funding DIP loan. | 1:00 | 390.00 | 390.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Review cash collections and deposit procedure for incoming checks with Donna B. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Update daily cash model with new collection and payment information, review information with Donna B., Jennifer W. and Bill V. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Follow up on document needs for DIP loan with respective parties. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Follow up on DIP loan funding status and discuss open items. Send cash budget to respective parties. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Cash Mgmt | Discussion with Frank regarding vendor payment needs. Review cash requests from Frank. | 0:15 | 390.00 | 97.50 |
| 08/18/03 | JC Crouse | Cash Mgmt | Print and review mtg actions with HR - Check funding status | 0:30 | 325.00 | 162.50 |
| 08/18/03 | JC Crouse | Cash Mgmt | Develop plan for contributors payments for August issue | 0:30 | 325.00 | 162.50 |
| 08/18/03 | JC Crouse | Cash Mgmt | Internet - payment and performance issues review with Mike McNicholas | 0:30 | 325.00 | 162.50 |
| 08/18/03 | S. Avila | Cash Mgmt | Telephone conference with R. Feinstein (PSZYJW) and C. Samel (GMI) re: production of September issues, Curtis issues, closing of DIP financing agreement. | 1:00 | 475.00 | 475.00 |
| 08/18/03 | S. Avila | Cash Mgmt | Meeting with R. Feinstein (PSZYJW) and L. Sutter (GMI) re: Closing DIP loan | 2:30 | 475.00 | 1,187.50 |
| 08/18/03 | S. Avila | Cash Mgmt | Review correspondence from C. Chartouni (SRZ) re: payment direction letter. | 0:18 | 475.00 | 142.50 |
| 08/18/03 | S. Avila | Cash Mgmt | Review correspondence from C. Chartouni (SRZ) re: final DIP financing agreement; | 0:36 | 475.00 | 285.00 |
| 08/18/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: Payment direction letter. | 0:06 | 475.00 | 47.50 |
| 08/18/03 | S. Avila | Cash Mgmt | Telephone conversation with J. Naccarato (Cerberus) re: DIP loan closing | 0:24 | 475.00 | 190.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|---|------|--------|--------|
| 08/18/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: DIP Loan closing. | 0:12 | 475.00 | 95.00 |
| 08/18/03 | S. Avila | Cash Mgmt | Review final cash flow budget prepared by D. Dixon (CRP) | 0:24 | 475.00 | 190.00 |
| 08/18/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: Avila cash budget certification. | 0:24 | 475.00 | 190.00 |
| 08/18/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: Avila Certification with respect to cash budget; execute and fax to DIP Lenders counsel. | 0:36 | 475.00 | 285.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Review budget format and data for budget build with Anthony. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Review DIP loan requirements and status with respective parties. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Follow up on DIP loan status | 0:15 | 390.00 | 97.50 |
| 08/19/03 | D. Dixon | Cash Mgmt | Follow up with options on paying employees in light of DIP loan delays | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Follow up on DIP loan status and forward additional information to respective parties. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Meeting with department heads to discuss actions, issues and projects. | 1:00 | 390.00 | 390.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Follow up on employee pay issues and concerns. | 0:15 | 390.00 | 97.50 |
| 08/19/03 | D. Dixon | Cash Mgmt | Follow up on DIP loan status with respective parties and confirm wire. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Cash Mgmt | Review cash position of the company and begin work on variance analysis of actual to plan. | 0:45 | 390.00 | 292.50 |
| 08/19/03 | D. Dixon | Cash Mgmt | Create and circulate funds request form to department heads. | 0:15 | 390.00 | 97.50 |
| 08/19/03 | JC Crouse | Cash Mgmt | Work to avert non payment of payroll checks with BONY - Setup and meet with all employees - Check on funding status - alert Pachulski to BONY problem | 2:30 | 325.00 | 812.50 |
| 08/19/03 | S. Avila | Cash Mgmt | Telephone conversation with J. Naccarato (Cerberus) re: DIP facility | 0:12 | 475.00 | 95.00 |
| 08/19/03 | S. Avila | Cash Mgmt | Telephone conversation with J. Naccarato (Cerberus) re: DIP facility | 0:18 | 475.00 | 142.50 |
| 08/19/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: Fund request | 0:12 | 475.00 | 95.00 |
| 08/19/03 | S. Avila | Cash Mgmt | Review correspondence from C. Chartouni (SRZ) re: payment direction letter. | 0:06 | 475.00 | 47.50 |
| 08/19/03 | S. Avila | Cash Mgmt | Review correspondence from C. Chartouni (SRZ) re: payment direction letter. | 0:12 | 475.00 | 95.00 |
| 08/19/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: GMI budget | 0:18 | 475.00 | 142.50 |
| 08/19/03 | S. Avila | Cash Mgmt | Meeting with GMI management team re: payroll and insurance issues; discuss PH production schedule for 2003; status of various operating projects | 1:18 | 475.00 | 617.50 |
| 08/19/03 | S. Avila | Cash Mgmt | Meeting with C. Samel (GMI) and CRP Team re: various restructuring issues & Management plan. | 1:00 | 475.00 | 475.00 |
| 08/19/03 | S. Avila | Cash Mgmt | Review correspondence from C. Chartouni (SRZ) re: Notice of Borrowing. | 0:18 | 475.00 | 142.50 |
| 08/20/03 | D. Dixon | Cash Mgmt | Discussion with Anthony regarding data needs for building the budget model. | 0:45 | 390.00 | 292.50 |
| 08/20/03 | D. Dixon | Cash Mgmt | Draft and circulate the weekly lender report | 2:00 | 390.00 | 780.00 |
| 08/20/03 | D. Dixon | Cash Mgmt | Cash management update meeting with Donna and Richard. | 0:45 | 390.00 | 292.50 |
| 08/20/03 | D. Dixon | Cash Mgmt | Strategize procedures for setting up bank accounts and resolving credit card issues with Bill | 0:45 | 390.00 | 292.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|---|------|--------|--------|
| 08/20/03 | D. Dixon | Cash Mgmt | Review cash needs and prepare initial funds request for the week | 0:15 | 390.00 | 97.50 |
| 08/20/03 | D. Dixon | Cash Mgmt | Confirm payment plans for employee expense checks, 401k payments, other payroll related expenses and insurance payments. Discuss other AP issues with Jennifer and Richard. | 1:00 | 390.00 | 390.00 |
| 08/20/03 | D. Dixon | Cash Mgmt | Research specimen checks for DIP accounts and review current set up. Discuss various accounting issues with Bill V. | 0:45 | 390.00 | 292.50 |
| 08/20/03 | JC Crouse | Cash Mgmt | Work on Payment Tech and CSI payment delays | 1:00 | 325.00 | 325.00 |
| 08/20/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: DIP loan verification. | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Cash Mgmt | Review correspondence from K. Fuchs (GMI) re: Payroll checks | 0:06 | 475.00 | 47.50 |
| 08/21/03 | D. Dixon | Cash Mgmt | Meet with Kathy to discuss Non-Issuer payroll and benefits issues to ensure none of it is to be paid by GMI. | 0:30 | 390.00 | 195.00 |
| 08/21/03 | D. Dixon | Cash Mgmt | Reviewed first week's report to lenders and distributed to respective parties with additional explanations. | 0:30 | 390.00 | 195.00 |
| 08/21/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: Weekly report to DIP Lenders | 0:18 | 475.00 | 142.50 |
| 08/21/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: Curtis Stipulation - August Assignment | 0:12 | 475.00 | 95.00 |
| 08/22/03 | JC Crouse | Cash Mgmt | Collect requested information from CSI to free up Internet Revenue - discuss with William - Send Paymentech contract to Pachulski | 2:00 | 325.00 | 650.00 |
| 08/22/03 | S. Avila | Cash Mgmt | Draft correspondence to B. Katz (JHC) re: GMI cash flow projections | 0:12 | 375.00 | 75.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Review status of Wachovia checking account with Bill V. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Follow up with Bill V. on progress with Wachovia checking account and credit card processing. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Review cash collections with Donna K. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Review cash payment information with Jennifer W. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Review and update daily cash model. | 1:00 | 390.00 | 390.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Revise weekly cash budget extending details through the end of the year. | 1:00 | 390.00 | 390.00 |
| 08/25/03 | D. Dixon | Cash Mgmt | Review cash needs, complete fund request forms and distribute to Pachulski, Cerberus and Schulte.. | 1:15 | 390.00 | 487.50 |
| 08/25/03 | S. Avila | Cash Mgmt | Telephone conference with representatives of JHC re: cash budget. | 0:42 | 475.00 | 332.50 |
| 08/25/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: weekly cash flows. | 0:06 | 475.00 | 47.50 |
| 08/26/03 | D. Dixon | Cash Mgmt | Meet with Bill V. to develop process for funding non-issuer payroll using Bob G.'s paycheck. | 0:20 | 390.00 | 130.00 |
| 08/26/03 | D. Dixon | Cash Mgmt | Review daily cash results and determine items needing additional research. | 0:30 | 390.00 | 195.00 |
| 08/26/03 | D. Dixon | Cash Mgmt | Review cash results for week ending 8/24, compare to plan, analyze variance and complete additional research on variances. | 2:00 | 390.00 | 780.00 |
| 08/26/03 | D. Dixon | Cash Mgmt | Make revisions to weekly cash budget model adjusting for new on-sale date schedule. | 1:20 | 390.00 | 520.00 |
| 08/26/03 | S. Avila | Cash Mgmt | Review revised cash flow projections. | 0:36 | 475.00 | 285.00 |
| 08/27/03 | D. Dixon | Cash Mgmt | Draft default notice and waiver request for results week ending 8/24. | 1:00 | 390.00 | 390.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|--|------|--------|--------|
| 08/27/03 | D. Dixon | Cash Mgmt | Prepare narrative summarizing results and variances of actual results compared to plan for the two weeks ending 8/24. | 2:30 | 390.00 | 975.00 |
| 08/27/03 | D. Dixon | Cash Mgmt | Review cash payments with Richard and Jennifer. | 0:30 | 390.00 | 195.00 |
| 08/27/03 | D. Dixon | Cash Mgmt | Review collections for the week with Lyle. | 0:15 | 390.00 | 97.50 |
| 08/27/03 | D. Dixon | Cash Mgmt | Review payroll cash needs for the week. | 0:12 | 390.00 | 78.00 |
| 08/27/03 | D. Dixon | Cash Mgmt | Meet with Richard to discuss cash management procedures. | 0:12 | 390.00 | 78.00 |
| 08/27/03 | S. Avila | Cash Mgmt | Review and revise weekly cash flow reporting. | 0:54 | 475.00 | 427.50 |
| 08/28/03 | D. Dixon | Cash Mgmt | Discussion with Joe G. to gather info on RDA and MMA fees. | 0:15 | 390.00 | 97.50 |
| 08/28/03 | D. Dixon | Cash Mgmt | Review AR detail as of 8/12. Summarize analysis and review write off procedures with Bill V. | 1:00 | 390.00 | 390.00 |
| 08/28/03 | D. Dixon | Cash Mgmt | Finalize and distribute the cash reconciliation report to Cerberus, Schulte, Pachulski and Charlie S. | 0:06 | 390.00 | 39.00 |
| 08/28/03 | D. Dixon | Cash Mgmt | Review cash requests, authorize critical payments. Meet with Jennifer to discuss payments and follow up on previous payments and new requests. | 0:39 | 390.00 | 253.50 |
| 08/28/03 | D. Dixon | Cash Mgmt | Revise weekly cash model to add trustee fees, expand cost of sales and other. | 2:00 | 390.00 | 780.00 |
| 08/28/03 | D. Dixon | Cash Mgmt | Review Bank of New York data, discuss with Richard and Bill credit card processing service and other cash management issues , review plans for moving to Wachovia. | 1:00 | 390.00 | 390.00 |
| 08/28/03 | D. Dixon | Cash Mgmt | Discuss assumptions for weekly cash budget with Scott. | 0:15 | 390.00 | 97.50 |
| 08/28/03 | D. Dixon | Cash Mgmt | Print pages of the weekly cash flow budget and distribute to operations staff requesting confirmation of assumptions and results. | 0:30 | 390.00 | 195.00 |
| 08/28/03 | S. Avila | Cash Mgmt | Meeting with J. Gallo (GMI) re: circulation research and RDA and MMA issues. | 0:42 | 475.00 | 332.50 |
| 08/28/03 | S. Avila | Cash Mgmt | Review and revise cash budget | 0:36 | 475.00 | 285.00 |
| 08/29/03 | D. Dixon | Cash Mgmt | Review current weekly cash flow assumptions with Anthony. | 0:20 | 390.00 | 130.00 |
| 08/29/03 | D. Dixon | Cash Mgmt | Meet and discuss detail of weekly cash flow assumptions with Joe G. | 0:20 | 390.00 | 130.00 |
| 08/29/03 | D. Dixon | Cash Mgmt | Meet and discuss additional information regarding estimated publishing costs with Hal H. | 0:30 | 390.00 | 195.00 |
| 08/29/03 | D. Dixon | Cash Mgmt | Discuss cash and vendor management issues with Richard. Follow up on getting details on the Curtis assignment. | 0:30 | 390.00 | 195.00 |
| 08/29/03 | D. Dixon | Cash Mgmt | Additional discussions with Hal and with Joe regarding key assumptions to the weekly cash forecast. | 0:20 | 390.00 | 130.00 |
| 08/29/03 | D. Dixon | Cash Mgmt | Update cash flow model to include calculation for US trustee fees. | 0:20 | 390.00 | 130.00 |
| 08/29/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: Cash reconciliation report. | 0:06 | 475.00 | 47.50 |
| 08/29/03 | S. Avila | Cash Mgmt | Draft correspondence to R. Feinstein (PSZYJW) re: Cash reconciliation. | 0:06 | 475.00 | 47.50 |
| 08/29/03 | S. Avila | Cash Mgmt | Draft correspondence to R. Feinstein (PSZYJW) re: GMI default | 0:06 | 475.00 | 47.50 |
| 08/29/03 | S. Avila | Cash Mgmt | Draft correspondence D. Dixon (CRP) re: cash reconciliation | 0:06 | 475.00 | 47.50 |
| 09/02/03 | D. Dixon | Cash Mgmt | Meeting with Bill V. to review requirements relating to the bankruptcy schedules and outstanding issues relating to the BONY. | 0:42 | 390.00 | 273.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|---|------|--------|----------|
| 09/02/03 | D. Dixon | Cash Mgmt | Review DIP closing agreements with S. Avila (CRP) and L. Sutter (GMI) | 0:12 | 390.00 | 78.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Update and review the cash flow forecast | 1:00 | 390.00 | 390.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Model variance analysis for the cash flow, original 13 week budget versus revised. | 0:30 | 390.00 | 195.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Update and review the daily cash model with actual results | 1:18 | 390.00 | 507.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Meet with D Brennan to review the AR advertising aging, write off policies and other collection issues. | 0:22 | 390.00 | 143.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Discuss with Joe G. a fund request and develop process for paying subscription postage change. | 0:12 | 390.00 | 78.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Update and review the weekly and daily cash flow models, tie results. Analyze results. | 1:20 | 390.00 | 520.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Complete first draft of the weekly cash reconciliation report. | 2:30 | 390.00 | 975.00 |
| 09/02/03 | D. Dixon | Cash Mgmt | Review check request forms and prepare DIP loan fund request | 0:36 | 390.00 | 234.00 |
| 09/02/03 | S. Avila | Cash Mgmt | Review correspondence from J. Gallo (GMI) re: US Postal Trust | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Cash Mgmt | Review DIP closing agreements with D. Dixon (CRP) and L. Sutter (GMI) | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: POY 2004 party and associated budget. | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Cash Mgmt | Discussions with L. Speir (GMI) re: promotional events and POY 2004 party and associated budget. | 0:36 | 475.00 | 285.00 |
| 09/03/03 | D. Dixon | Cash Mgmt | Revise the cash reconciliation report for week ending 8/31. | 0:30 | 390.00 | 195.00 |
| 09/03/03 | D. Dixon | Cash Mgmt | Research cash needs and draft fund request documents. | 1:00 | 390.00 | 390.00 |
| 09/03/03 | D. Dixon | Cash Mgmt | Discuss postage requirements with Joe G. and determine needs for future weeks. | 0:30 | 390.00 | 195.00 |
| 09/03/03 | D. Dixon | Cash Mgmt | Review production costs with Hal H. and determine needs over the next few weeks. | 0:30 | 390.00 | 195.00 |
| 09/03/03 | D. Dixon | Cash Mgmt | Analyze and update 13 week budget results. | 2:20 | 390.00 | 910.00 |
| 09/03/03 | S. Avila | Cash Mgmt | Draft correspondence to R. Galloway (GMI) re: DIP financing requirements | 0:12 | 475.00 | 95.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Research and send information to Joe N. regarding financial results and fund request. | 0:30 | 390.00 | 195.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Fax data to DIP lenders regarding 8/31 cash reconciliation and fund request. | 0:30 | 390.00 | 195.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Follow up phone call with Joe N. regarding data sent. | 0:10 | 390.00 | 65.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Call with Christine C. at Schulte regarding set up of banking procedures. | 0:05 | 390.00 | 32.50 |
| 09/04/03 | D. Dixon | Cash Mgmt | Discuss with Bill V. status of banking support at Wachovia. | 0:35 | 390.00 | 227.50 |
| 09/04/03 | D. Dixon | Cash Mgmt | Complete narrative comparing original 13 week budget to revised 13 week budget week ending 11/9. | 3:30 | 390.00 | 1,365.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Strategize Bank of NY and Wachovia bank relationships with Bill V. | 0:30 | 390.00 | 195.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Review, update and analyze the cash flow. | 2:25 | 390.00 | 942.50 |
| 09/04/03 | D. Dixon | Cash Mgmt | Update and review the daily cash flow model. | 0:40 | 390.00 | 260.00 |
| 09/04/03 | D. Dixon | Cash Mgmt | Review cash needs for the company. | 0:20 | 390.00 | 130.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Meeting with Joe N. to review cash reporting and case management issues. | 1:00 | 390.00 | 390.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Begin researching information requests by Joe N. | 0:30 | 390.00 | 195.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Gather additional information requested by Joe N. | 0:15 | 390.00 | 97.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|---|------|--------|----------|
| 09/05/03 | D. Dixon | Cash Mgmt | Update bank account worksheet and forward it to Christine C. | 0:30 | 390.00 | 195.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Update and review daily cash flow model. | 0:30 | 390.00 | 195.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Update and analyze extended cash forecast model. | 3:00 | 390.00 | 1,170.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Draft narrative outlining changes in the cash forecast. | 1:30 | 390.00 | 585.00 |
| 09/05/03 | D. Dixon | Cash Mgmt | Review cash needs for the week ending 9/14 and complete fund request documents. | 1:00 | 390.00 | 390.00 |
| 09/05/03 | JC Crouse | Cash Mgmt | Conference call with Paymentech regarding reserve recalculation and path forward | 0:45 | 325.00 | 243.75 |
| 09/05/03 | S. Avila | Cash Mgmt | Review correspondence from K. Fuchs (GMI) re: Wachovia Bank Presentation | 0:12 | 475.00 | 95.00 |
| 09/05/03 | S. Avila | Cash Mgmt | Draft correspondence to D. Dixon (CRP) re: DIP requirements. | 0:18 | 475.00 | 142.50 |
| 09/06/03 | D. Dixon | Cash Mgmt | Update, analyze and review 13 week forecast week ending 11/9. Compare to original 13 week forecast. | 2:00 | 390.00 | 780.00 |
| 09/06/03 | D. Dixon | Cash Mgmt | Draft narrative highlighting changes. | | | |
| 09/06/03 | D. Dixon | Cash Mgmt | Update and analyze the 20 week forecast ending 12/28. Complete narrative on major assumption changes. | 2:00 | 390.00 | 780.00 |
| 09/06/03 | D. Dixon | Cash Mgmt | Complete 13 week cash flow forecast for week ending 12/7. Prepare presentations for UCC and DIP lender. Distribute information. | 2:00 | 390.00 | 780.00 |
| 09/06/03 | S. Avila | Cash Mgmt | Review and revise cash flow projections and associated financial analysis | 3:30 | 475.00 | 1,662.50 |
| 09/07/03 | D. Dixon | Cash Mgmt | Gather and send data requested by J. Naccarato. | 0:45 | 390.00 | 292.50 |
| 09/07/03 | D. Dixon | Cash Mgmt | Complete and submit fund requests for week ending 9/12 | 0:45 | 390.00 | 292.50 |
| 09/07/03 | D. Dixon | Cash Mgmt | Revise and analyze cash flows for 13 weeks ending 11/9.. | 2:00 | 390.00 | 780.00 |
| 09/07/03 | D. Dixon | Cash Mgmt | Revise and analyze cash flows for 13 weeks ending 12/7/03 and 12/2/8/03 | 2:30 | 390.00 | 975.00 |
| 09/07/03 | D. Dixon | Cash Mgmt | Update cash flow model extending weeks covered to week ending 2/29/04. | 1:00 | 390.00 | 390.00 |
| 09/07/03 | S. Avila | Cash Mgmt | Review and revise cash projections and associated supporting schedules. | 4:30 | 475.00 | 2,137.50 |
| 09/08/03 | D. Dixon | Cash Mgmt | Review daily collections and cash needs. | 0:30 | 390.00 | 195.00 |
| 09/08/03 | D. Dixon | Cash Mgmt | Meeting with J. Naccarato and S. Avila to review budget revisions and operations with Cerberus. | 2:00 | 390.00 | 780.00 |
| 09/08/03 | D. Dixon | Cash Mgmt | Begin analysis of revised budgets against the original for 13 weeks and add data for the 26 week model. | 4:00 | 390.00 | 1,560.00 |
| 09/08/03 | S. Avila | Cash Mgmt | Telephone conversation with J. Naccarato (Cerberus) re: Art sale | 0:12 | 475.00 | 95.00 |
| 09/08/03 | S. Avila | Cash Mgmt | Meeting with J. Naccarato and S. Avila to review budget revisions and operations with Cerberus. | 2:00 | 475.00 | 950.00 |
| 09/08/03 | S. Avila | Cash Mgmt | Review and revise supporting schedules for cash projections. | 0:30 | 475.00 | 237.50 |
| 09/09/03 | D. Dixon | Cash Mgmt | Follow up and discuss payroll process changes with B. Vazoulas . | 0:45 | 390.00 | 292.50 |
| 09/09/03 | D. Dixon | Cash Mgmt | Analyze the budget revisions comparing 13 week ending 11/9 for the original and revised and also compare original 13 weeks to revised 13 weeks ending 12/7. | 5:00 | 390.00 | 1,950.00 |
| 09/09/03 | D. Dixon | Cash Mgmt | Perform additional analysis and build models to review results from various approaches to test viability of the organization. | 5:00 | 390.00 | 1,950.00 |
| 09/09/03 | D. Dixon | Cash Mgmt | Update budget models with results of analyses and review results. | 2:00 | 390.00 | 780.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|---|------|--------|----------|
| 09/09/03 | S. Avila | Cash Mgmt | Review and revise cash projections and associated supporting schedules. | 0:24 | 475.00 | 190.00 |
| 09/09/03 | S. Avila | Cash Mgmt | Review and revise cash projections and associated analytical schedules. | 4:30 | 475.00 | 2,137.50 |
| 09/10/03 | D. Dixon | Cash Mgmt | Prepare and distribute report of analysis and comparisons of the budget comparisons. | 3:00 | 390.00 | 1,170.00 |
| 09/10/03 | D. Dixon | Cash Mgmt | Meet with J. Winder and R. Galloway to strategize and resolve vendor issues and cash management. | 0:45 | 390.00 | 292.50 |
| 09/10/03 | D. Dixon | Cash Mgmt | Research additional information regarding production costs, discuss with H. Halpner. | 0:40 | 390.00 | 260.00 |
| 09/10/03 | D. Dixon | Cash Mgmt | Review 9/7 cash request and verify needs. | 0:20 | 390.00 | 130.00 |
| 09/10/03 | D. Dixon | Cash Mgmt | Update and review daily cash reports. | 0:30 | 390.00 | 195.00 |
| 09/10/03 | D. Dixon | Cash Mgmt | Review and advise B. Vazoulas regarding cash management and administration issues. | 1:00 | 390.00 | 390.00 |
| 09/10/03 | D. Dixon | Cash Mgmt | Complete analysis of actual versus planned cash results, prepare and distribute narrative regarding the results. | 2:30 | 390.00 | 975.00 |
| 09/10/03 | S. Avila | Cash Mgmt | Meeting with R. Feinstein (PSZYJW), C. Samel and B. Guccione (GMI) re: case strategy and status of DIP lenders. | 1:42 | 475.00 | 807.50 |
| 09/10/03 | S. Avila | Cash Mgmt | Meeting with C. Samel (GMI) re: case strategy, DIP financing issues | 1:30 | 475.00 | 712.50 |
| 09/10/03 | S. Avila | Cash Mgmt | Review and revise cash flow projections and associated schedules | 1:48 | 475.00 | 855.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Investigate and discuss with B. Vazoulas the cash surrender value life insurance policy and determine that it is not possible to liquidate. | 0:50 | 390.00 | 325.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Review and respond to emails | 0:10 | 390.00 | 65.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Complete analysis and narrative on budget information. Print and fax additional information to J. Naccarato. | 1:30 | 390.00 | 585.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Prepare critical cash requirements for 2 weeks and distribute to pertinent parties. | 0:45 | 390.00 | 292.50 |
| 09/11/03 | D. Dixon | Cash Mgmt | Phone conference with Cerberus and debtor counsel to discuss DIP loan advances and requirements for going forward. | 0:50 | 390.00 | 325.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Review the budget model and update for additional assumptions. | 1:20 | 390.00 | 520.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Review cash management issues with R. Galloway and B. Vazoulas, providing updates relating to DIP loan financing. | 0:40 | 390.00 | 260.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Meeting with H. Halpner to confirm printing and distribution costs for the next two weeks. | 0:30 | 390.00 | 195.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Discussion with P. Bloch regarding DIP loan funding relative to inability to pay content providers. | 0:30 | 390.00 | 195.00 |
| 09/11/03 | D. Dixon | Cash Mgmt | Update budget model to incorporate the sell through assumptions. | 1:00 | 390.00 | 390.00 |
| 09/11/03 | S. Avila | Cash Mgmt | Discussions with R. Feinstein (PSZYJW) and C. Samel (GMI) re: DIP financing | 0:24 | 475.00 | 190.00 |
| 09/11/03 | S. Avila | Cash Mgmt | Discussions with G. Gallo (GMI) re: expected advance from Curtis; | 0:36 | 475.00 | 285.00 |
| 09/11/03 | S. Avila | Cash Mgmt | Telephone call with R. Feinstein (PSZYJW) re: DIP lender requirements and review debtor's alternatives. | 0:18 | 475.00 | 142.50 |
| 09/11/03 | S. Avila | Cash Mgmt | Review cash projections through 2/29 | 0:18 | 475.00 | 142.50 |
| 09/12/03 | D. Dixon | Cash Mgmt | Review internet non-payment issues with B. Vazoulas and M. McNicholas. | 0:15 | 390.00 | 97.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|---|------|--------|----------|
| 09/12/03 | D. Dixon | Cash Mgmt | Review changes in the cash report with J. Winder. Provide direction on vendor management issues. | 0:30 | 390.00 | 195.00 |
| 09/13/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: DIP financing. | 0:24 | 475.00 | 190.00 |
| 09/15/03 | D. Dixon | Cash Mgmt | Discuss with H. Halpner the unsecured creditors' committee comments regarding the DIP loan not financing as requested and its impact on operations. | 0:20 | 390.00 | 130.00 |
| 09/15/03 | D. Dixon | Cash Mgmt | Review and provide feedback on the cash motion sent by M. Bove. | 0:20 | 390.00 | 130.00 |
| 09/15/03 | D. Dixon | Cash Mgmt | Create the narrative for the cash flow model through 2/29/04 and review results.. | 5:30 | 390.00 | 2,145.00 |
| 09/15/03 | D. Dixon | Cash Mgmt | Complete the cash reconciliation and narrative for the week ending 9/14/03. | 2:20 | 390.00 | 910.00 |
| 09/15/03 | D. Dixon | Cash Mgmt | Create presentation for critical payments for the two weeks ending 9/28/03 | 1:30 | 390.00 | 585.00 |
| 09/15/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: various bankruptcy issues - CRP retention; Final DIP hearing; restructuring alternatives. | 0:24 | 475.00 | 190.00 |
| 09/15/03 | S. Avila | Cash Mgmt | Review correspondence from D. Dixon (CRP) re: GMI Cash flow summary. | 0:36 | 475.00 | 285.00 |
| 09/16/03 | D. Dixon | Cash Mgmt | Update the cash flow model incorporating the royalty changes. Revise the narratives and print new copies. | 0:55 | 390.00 | 357.50 |
| 09/16/03 | D. Dixon | Cash Mgmt | Meet with P. Bloch and M. Cruz to discuss payment options for freelance work. | 0:24 | 390.00 | 156.00 |
| 09/16/03 | D. Dixon | Cash Mgmt | Phone meeting with C. Chartouni regarding status of lockbox set up. | 0:12 | 390.00 | 78.00 |
| 09/16/03 | D. Dixon | Cash Mgmt | Email requested cash info to J. Naccarato | 0:12 | 390.00 | 78.00 |
| 09/16/03 | D. Dixon | Cash Mgmt | Review collections and disbursements for 9/16, review cash position. | 0:30 | 390.00 | 195.00 |
| 09/16/03 | D. Dixon | Cash Mgmt | Review AP aging report as of 8/12/03. | 0:32 | 390.00 | 208.00 |
| 09/16/03 | S. Avila | Cash Mgmt | Review weekly borrowing report and weekly cash reporting package. | 0:48 | 475.00 | 380.00 |
| 09/17/03 | D. Dixon | Cash Mgmt | Revise cash forecast based on royalty income changes and timing changes. Review results and review with B. Vazoulas. | 1:50 | 390.00 | 715.00 |
| 09/17/03 | D. Dixon | Cash Mgmt | Review and update the daily cash model. | 0:15 | 390.00 | 97.50 |
| 09/17/03 | D. Dixon | Cash Mgmt | Prepare worksheets to review with management regarding cash payments and control for the two weeks ending 9/28 | 0:40 | 390.00 | 260.00 |
| 09/17/03 | D. Dixon | Cash Mgmt | Review revised cash flow forecast with B. Vazoulas. | 0:30 | 390.00 | 195.00 |
| 09/17/03 | D. Dixon | Cash Mgmt | Compare Curtis proposal to cash forecasts. Model and analyze variances by publication by month. | 4:30 | 390.00 | 1,755.00 |
| 09/17/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (GMI) re: Liquidity issues and Curtis advance. | 0:12 | 475.00 | 95.00 |
| 09/17/03 | S. Avila | Cash Mgmt | Discussions with J. Gallo (GMI) re: production schedule, on sale dates, Curtis advance issues. | 0:24 | 475.00 | 190.00 |
| 09/18/03 | D. Dixon | Cash Mgmt | Prepare distribute discussion document to the staff to determine a priority list for paying vendors. | 0:30 | 390.00 | 195.00 |
| 09/18/03 | D. Dixon | Cash Mgmt | Meeting with J. Winder and R. Galloway to review payment priorities. | 0:25 | 390.00 | 162.50 |
| 09/18/03 | D. Dixon | Cash Mgmt | Revise the forecast model to change payment terms for paper, printing and distribution vendors. | 0:35 | 390.00 | 227.50 |
| 09/18/03 | JC Crouse | Cash Mgmt | Deal with daily cash management issues (who to pay with available funds) | 1:30 | 325.00 | 487.50 |
| 09/22/03 | D. Dixon | Cash Mgmt | Review and update daily cash model for actual data. Seek clarifications. | 1:00 | 390.00 | 390.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|---|------|--------|----------|
| 09/22/03 | D. Dixon | Cash Mgmt | Model revenue development using new assumptions from Curtis and J. Gallo. Tie revenue to cash forecast model and review results. | 3:30 | 390.00 | 1,365.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Review plan for paying post-petition vendors with J. Winder and R. Galloway. | 0:30 | 390.00 | 195.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Update models for the Curtis revenue analysis and weekly cash flow using updated quantities sold by publication and comparing Curtis advances to projected sales. | 1:00 | 390.00 | 390.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Update cash flow model incorporating revenue and cost revisions from J. Gallo and H. Halpner. Update Curtis revenue model and complete comparisons. | 4:00 | 390.00 | 1,560.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Cash management meeting with staff. | 0:30 | 390.00 | 195.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Review and discuss vendor payments with R. Galloway. | 0:15 | 390.00 | 97.50 |
| 09/23/03 | D. Dixon | Cash Mgmt | Discuss and review AR calculations and variances for Curtis revenues. | 0:15 | 390.00 | 97.50 |
| 09/23/03 | D. Dixon | Cash Mgmt | Analyze results from Curtis analysis and updated cash flows. | 1:30 | 390.00 | 585.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Prepare narrative on results of analysis for the Curtis negotiations. | 1:30 | 390.00 | 585.00 |
| 09/23/03 | D. Dixon | Cash Mgmt | Create additional cash models to compare forecasts with and without assignments and with Curtis revenue advance rates | 2:00 | 390.00 | 780.00 |
| 09/23/03 | JC Crouse | Cash Mgmt | Cash management meeting to review receipts and expenditures | 0:30 | 325.00 | 162.50 |
| 09/23/03 | S. Avila | Cash Mgmt | Participate in weekly cash meeting. | 0:36 | 475.00 | 285.00 |
| 09/24/03 | D. Dixon | Cash Mgmt | Prepare, fax and email fund request for GMI payroll. | 0:15 | 390.00 | 97.50 |
| 09/24/03 | D. Dixon | Cash Mgmt | Analyze weekly cash results for w/e 9/21 and draft weekly report. | 0:45 | 390.00 | 292.50 |
| 09/24/03 | D. Dixon | Cash Mgmt | Update cash forecasting models and prepare reports for Curtis negotiations. | 4:00 | 390.00 | 1,560.00 |
| 09/24/03 | D. Dixon | Cash Mgmt | Update assumptions for the cash flow models and complete additional reviews for presentations. | 2:00 | 390.00 | 780.00 |
| 09/24/03 | JC Crouse | Cash Mgmt | Review and revise weekly status report to bondholders | 0:30 | 325.00 | 162.50 |
| 09/25/03 | D. Dixon | Cash Mgmt | Model discussion document for cash management meeting. | 0:30 | 390.00 | 195.00 |
| 09/25/03 | D. Dixon | Cash Mgmt | Updated cash flow models for final presentation changes. | 1:30 | 390.00 | 585.00 |
| 09/25/03 | D. Dixon | Cash Mgmt | Review and update the daily cash flow model for the week. Review results and discuss with R. Galloway and D. Brennan. | 1:00 | 390.00 | 390.00 |
| 09/25/03 | D. Dixon | Cash Mgmt | Review cash needs with R. Galloway and J. Winder | 0:30 | 390.00 | 195.00 |
| 09/25/03 | D. Dixon | Cash Mgmt | Review check run prepared by R. Galloway and discuss cash management issues. | 0:30 | 390.00 | 195.00 |
| 09/25/03 | D. Dixon | Cash Mgmt | Discuss probable publication schedule changes with J. Gallo and H. Halpner. | 0:30 | 390.00 | 195.00 |
| 09/25/03 | D. Dixon | Cash Mgmt | Revise cash flow models based on potential publication schedule changes. | 3:00 | 390.00 | 1,170.00 |
| 09/26/03 | D. Dixon | Cash Mgmt | Update daily cash model for actual results. Review online transactions and balances. | 0:15 | 390.00 | 97.50 |
| 09/27/03 | D. Dixon | Cash Mgmt | Telephone conversation with S. Avila (CRP) re: analysis of cash flow projections incorporating various advance scenarios. | 0:24 | 390.00 | 156.00 |
| 09/29/03 | D. Dixon | Cash Mgmt | Prepare packages for review with secured and unsecured creditors and Curtis meeting | 3:00 | 390.00 | 1,170.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|--|------|--------|----------|
| 09/29/03 | D. Dixon | Cash Mgmt | Update and revise cash flow models with new Curtis information. | 4:00 | 390.00 | 1,560.00 |
| 09/29/03 | D. Dixon | Cash Mgmt | Revise and update cash flow models for revisions from the meeting with secured and unsecured creditors and Curtis. | 3:00 | 390.00 | 1,170.00 |
| 09/29/03 | D. Dixon | Cash Mgmt | Prepare cash flow model with 4 weeks actual results. | 0:30 | 390.00 | 195.00 |
| 09/29/03 | D. Dixon | Cash Mgmt | Update and revise the cash flow model for additional changes arising from the creditors meeting. | 1:00 | 390.00 | 390.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Revise professional fees schedule using updated fee estimates from professionals | 0:15 | 390.00 | 97.50 |
| 09/30/03 | D. Dixon | Cash Mgmt | Discuss cash needs for paper with H. Halpner. | 0:10 | 390.00 | 65.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Revise and send 4 week trailing cash flow model. | 0:15 | 390.00 | 97.50 |
| 09/30/03 | D. Dixon | Cash Mgmt | Review cash management issues with R. Galloway. | 0:30 | 390.00 | 195.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Prepare two week cash forecast for staff meeting. | 0:25 | 390.00 | 162.50 |
| 09/30/03 | D. Dixon | Cash Mgmt | Review bank activity for prior two days | 0:20 | 390.00 | 130.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Revise and update the cash flow model to include latest schedule changes. | 1:30 | 390.00 | 585.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Discussions with D. Crocetti with Curtis regarding cash advances. | 0:15 | 390.00 | 97.50 |
| 09/30/03 | D. Dixon | Cash Mgmt | Prepare summary of professional fees through Dec. | 0:15 | 390.00 | 97.50 |
| 09/30/03 | D. Dixon | Cash Mgmt | Prepare summary of cash flows for prior 4 weeks. | 0:15 | 390.00 | 97.50 |
| 09/30/03 | D. Dixon | Cash Mgmt | Discussions with R. Galloway regarding cash management issues. | 0:10 | 390.00 | 65.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Update cash flow model with revised headcount and salaries per M. Cruz. | 0:30 | 390.00 | 195.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Update and revise cash flow model. Analyze results and make additional changes based on the analysis. | 2:00 | 390.00 | 780.00 |
| 09/30/03 | D. Dixon | Cash Mgmt | Clean up presentation after the making changes. | 1:20 | 390.00 | 520.00 |
| 09/30/03 | S. Avila | Cash Mgmt | Review cash flow model with S. Avila and make additional revisions. | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Cash Mgmt | Meeting with R. Feinstein (PSZYJW) re: review DIP financing motion. | 0:42 | 475.00 | 332.50 |
| 09/30/03 | S. Avila | Cash Mgmt | Review and comment on final DIP financing motion. | 1:30 | 475.00 | 712.50 |
| 09/30/03 | S. Avila | Cash Mgmt | Review and revise cash projections incorporating a variety of Curtis advance rates and assignment assumptions. | 1:35 | 390.00 | 617.50 |
| 10/01/03 | D. Dixon | Cash Mgmt | Revise cash flow model updating the forecast to include the new Curtis advance numbers and GOPH schedule change. Distribute to pertinent parties. | 0:20 | 390.00 | 130.00 |
| 10/01/03 | D. Dixon | Cash Mgmt | Finalize and distribute weekly cash report. | 0:30 | 390.00 | 195.00 |
| 10/01/03 | D. Dixon | Cash Mgmt | Review cash balances and discuss with R. Galloway. | 0:45 | 390.00 | 292.50 |
| 10/01/03 | D. Dixon | Cash Mgmt | Revise 9/28/03 weekly cash report and forward to team for review or revisions. | 0:30 | 390.00 | 195.00 |
| 10/01/03 | D. Dixon | Cash Mgmt | Revise cash model to show through 2/1/04. Send final revision to Curtis and print out copies. | 0:15 | 325.00 | 81.25 |
| 10/01/03 | JC Crouse | Cash Mgmt | Review of assignments with SA | 0:48 | 475.00 | 380.00 |
| 10/01/03 | S. Avila | Cash Mgmt | Review and revise cash flow projections incorporating changes to Curtis advance and schedule changes. | 1:06 | 475.00 | 522.50 |
| 10/01/03 | S. Avila | Cash Mgmt | Review and revise DIP financing agreement and Curtis Stipulation. | 3:12 | 475.00 | 1,520.00 |
| 10/01/03 | S. Avila | Cash Mgmt | Telephone conference with counsel and FA for UCC, J. Naccarato (Cerberus) and DIP lenders counsel, counsel for Curtis, and R. Feinstein re: negotiation of the Final DIP agreement | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (GMI) re: DIP financing agreement. | | | |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|--|------|--------|----------|
| 10/01/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: review revisions to DIP financing agreement and preparation for hearing on 10/2. | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Cash Mgmt | Telephone conversation with representatives of Curtis re: conference call to finalize DIP agreement. | 0:12 | 475.00 | 95.00 |
| 10/01/03 | S. Avila | Cash Mgmt | Review and revise cash flow projections and analytical schedule re: Curtis post-petition advance. | 0:36 | 475.00 | 285.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Resend budget reports to pertinent parties, respond to questions. | 0:20 | 390.00 | 130.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Resolve questions regarding the final DIP budget with J. Naccarato and S. Avila. | 0:20 | 390.00 | 130.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Cash management discussion with J. Gallo and L. Sutter | 0:15 | 390.00 | 97.50 |
| 10/02/03 | D. Dixon | Cash Mgmt | Coordinate cash management plans with R. Galloway. | 0:15 | 390.00 | 97.50 |
| 10/02/03 | D. Dixon | Cash Mgmt | Preparation for the staff meeting | 0:10 | 390.00 | 65.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Prepare and send cash flow models to Schulte in letter size. Prepare copies of cash flow for hearing. | 0:30 | 390.00 | 195.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Review daily cash balances and needed cash. | 0:30 | 390.00 | 195.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Revise and distribute cash flow model after DIP loan hearing on 10/2 | 1:00 | 390.00 | 390.00 |
| 10/02/03 | D. Dixon | Cash Mgmt | Update daily cash flow model and review the details. | 0:20 | 390.00 | 130.00 |
| 10/02/03 | JC Crouse | Cash Mgmt | Redrafted assignment review | 0:30 | 325.00 | 162.50 |
| 10/02/03 | S. Avila | Cash Mgmt | Attend DIP financing hearing; participate in final negotiations. | 4:06 | 475.00 | 1,947.50 |
| 10/02/03 | S. Avila | Cash Mgmt | Review and revise DIP financing agreement and associated Stipulation. | 0:48 | 475.00 | 380.00 |
| 10/03/03 | D. Dixon | Cash Mgmt | Telephone call with S. Avila (CRP) re: revised cash flow projection incorporating final changes to DIP lenders fees. | 0:12 | 390.00 | 78.00 |
| 10/03/03 | S. Avila | Cash Mgmt | Telephone call to R. Feinstein (PSZYJW) re: finalization of DIP financing agreement and associated stipulation. | 0:12 | 475.00 | 95.00 |
| 10/03/03 | S. Avila | Cash Mgmt | Telephone conversation with B. Castardi (Curtis) re: status of hearing on 10/2 - DIP and Curtis Stipulation. | 0:12 | 475.00 | 95.00 |
| 10/03/03 | S. Avila | Cash Mgmt | Telephone call with D. Dixon (CRP) re: revised cash flow projection incorporating final changes to DIP lenders fees. | 0:12 | 475.00 | 95.00 |
| 10/06/03 | D. Dixon | Cash Mgmt | Revise daily cash flow to incorporate new revisions of the DIP loan budget. | 1:00 | 390.00 | 390.00 |
| 10/06/03 | S. Avila | Cash Mgmt | Review and execute final DIP financing agreement; Curtis Stipulation | 1:06 | 475.00 | 522.50 |
| 10/07/03 | D. Dixon | Cash Mgmt | Analyze and review cash requirements for the week with R. Galloway. Review check register. | 0:30 | 390.00 | 195.00 |
| 10/07/03 | D. Dixon | Cash Mgmt | Discuss draft of cash control agreement with S. Avila (CRP). | 0:18 | 390.00 | 117.00 |
| 10/07/03 | D. Dixon | Cash Mgmt | Coordinate review of expected spending to available and planned funds, J. Winder (GMI) | 0:12 | 390.00 | 78.00 |
| 10/07/03 | D. Dixon | Cash Mgmt | Update daily cash flow model and review variances. | 1:00 | 390.00 | 390.00 |
| 10/07/03 | D. Dixon | Cash Mgmt | Update daily cash flow model for discussion in staff meeting. | 0:18 | 390.00 | 117.00 |
| 10/07/03 | D. Dixon | Cash Mgmt | Update daily cash model and weekly reporting files. Initiate draft for weekly report for week ending 10/5. | 0:42 | 390.00 | 273.00 |
| 10/07/03 | JC Crouse | Cash Mgmt | Updates to Restructured business plan - edits on schedules and format | 1:30 | 325.00 | 487.50 |
| 10/07/03 | JC Crouse | Cash Mgmt | Updates to Restructured Business Plan based on input from management | 8:00 | 325.00 | 2,600.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|--|------|--------|--------|
| 10/07/03 | S. Avila | Cash Mgmt | Discuss draft of cash control agreement with D. Dixon (CRP). | 0:18 | 475.00 | 142.50 |
| 10/07/03 | S. Avila | Cash Mgmt | Review Cash Control Agreement | 0:18 | 475.00 | 142.50 |
| 10/08/03 | D. Dixon | Cash Mgmt | Coordinate payment to the landlord for partial August and all of September and October rents. | 0:12 | 390.00 | 78.00 |
| 10/08/03 | D. Dixon | Cash Mgmt | Determine procedures with W. Vazoulas (GMI) regarding set up of the lockbox and other bank matters to comply with DIP lending agreement. | 0:36 | 390.00 | 234.00 |
| 10/08/03 | D. Dixon | Cash Mgmt | Manage process for securing the insurance accord form" for DIP lenders." | 0:12 | 390.00 | 78.00 |
| 10/08/03 | D. Dixon | Cash Mgmt | Review cash results and create cash funds request for the week ending 10/12/03. | 0:48 | 390.00 | 312.00 |
| 10/08/03 | D. Dixon | Cash Mgmt | Review the deposit account control agreement received from C. Chartouni (Schulte). Review revised DIP loan agreement. | 0:36 | 390.00 | 234.00 |
| 10/08/03 | D. Dixon | Cash Mgmt | Revise cash fund request based on Feinstein request to resolve landlord rent demands. | 0:24 | 390.00 | 156.00 |
| 10/08/03 | D. Dixon | Cash Mgmt | Revise weekly cash report and distribute to team for final review. | 0:24 | 390.00 | 156.00 |
| 10/08/03 | JC Crouse | Cash Mgmt | Base Business Plan financials - update format, minor modifications, establish Fresh Start Accounting format | 2:30 | 325.00 | 812.50 |
| 10/08/03 | JC Crouse | Cash Mgmt | Develop Restructured Business Plan financials for Internet business | 1:34 | 325.00 | 509.17 |
| 10/08/03 | JC Crouse | Cash Mgmt | Discuss Landlord lease charge amounts with Richard Galloway to confirm accuracy | 0:15 | 325.00 | 81.25 |
| 10/08/03 | JC Crouse | Cash Mgmt | Discussion with Frank DeVino on requirements of Arts and Graphics for copiers, video business plan | 0:30 | 325.00 | 162.50 |
| 10/08/03 | JC Crouse | Cash Mgmt | Meeting with Frank Devino Video business plan | 0:18 | 325.00 | 97.50 |
| 10/08/03 | JC Crouse | Cash Mgmt | Meeting with Rich McEntee to understand advertising projections in Restructured Business Plan | 0:40 | 325.00 | 216.67 |
| 10/08/03 | JC Crouse | Cash Mgmt | Review and incorporate Internet information into business plan | 0:30 | 325.00 | 162.50 |
| 10/08/03 | JC Crouse | Cash Mgmt | Review and provided recommended changes to weekly report to Dan Dixon | 0:24 | 325.00 | 130.00 |
| 10/08/03 | JC Crouse | Cash Mgmt | Summary document on Restructured Business Plan | 0:54 | 325.00 | 292.50 |
| 10/08/03 | JC Crouse | Cash Mgmt | Summary document on Restructured Business Plan | 1:00 | 325.00 | 325.00 |
| 10/08/03 | JC Crouse | Cash Mgmt | Update assignment Dollar amounts for Nov issues, email to Hal Halpner for review of documents | 0:30 | 325.00 | 162.50 |
| 10/08/03 | JC Crouse | Cash Mgmt | Updates to Restructured Business Plan based on input from management | 1:24 | 325.00 | 455.00 |
| 10/08/03 | JC Crouse | Cash Mgmt | Write summary overview for Restructured Business Plan | 2:00 | 325.00 | 650.00 |
| 10/08/03 | S. Avila | Cash Mgmt | Review and DIP banking requirements and discuss with B. Vazoulas (GMI) | 0:24 | 475.00 | 190.00 |
| 10/08/03 | S. Avila | Cash Mgmt | Review and revise weekly cash and operating report. | 0:18 | 475.00 | 142.50 |
| 10/08/03 | S. Avila | Cash Mgmt | Review correspondence from R. Feinstein (PSZYJW) re: cash control agreement. | 0:12 | 475.00 | 95.00 |
| 10/09/03 | D. Dixon | Cash Mgmt | Update bank account information and provide summary with explanations to C. Chartouni. | 0:42 | 390.00 | 273.00 |
| 10/09/03 | D. Dixon | Cash Mgmt | Analyze cash position based on collections and week to date payments. Update daily cash flow model. | 0:36 | 390.00 | 234.00 |
| 10/09/03 | D. Dixon | Cash Mgmt | Discuss fund request with J. Naccarato | 0:12 | 390.00 | 78.00 |
| 10/09/03 | D. Dixon | Cash Mgmt | Update daily cash flow model using most current results. Review on-line balances. | 0:24 | 390.00 | 156.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------|--|------|--------|--------|
| 10/09/03 | JC Crouse | Cash Mgmt | Base Case business plan revisions - adjust for new cost per issue and associated print runs | 2:50 | 325.00 | 920.83 |
| 10/09/03 | JC Crouse | Cash Mgmt | Draft email to UCC counsel, Debtor Counsel, DIP lender counsel re stipulation and assignment | 0:30 | 325.00 | 162.50 |
| 10/09/03 | JC Crouse | Cash Mgmt | Follow up with UCC counsel, Debtor Counsel, DIP lender counsel re stipulation and assignment | 0:24 | 325.00 | 130.00 |
| 10/09/03 | JC Crouse | Cash Mgmt | Meeting with Hal Halpner to review manufacturing cost savings in Restructured Business Plan | 2:50 | 325.00 | 920.83 |
| 10/09/03 | JC Crouse | Cash Mgmt | Restructured Business Plan - Redesign of Organization and associated impact | 2:50 | 325.00 | 920.83 |
| 10/09/03 | JC Crouse | Cash Mgmt | Restructured Business plan revisions - Insert manufacturing cost savings | 2:50 | 325.00 | 920.83 |
| 10/14/03 | D. Dixon | Cash Mgmt | Discuss cash request procedures with Maria in the legal department. | 0:12 | 390.00 | 78.00 |
| 10/14/03 | D. Dixon | Cash Mgmt | Lead staff meeting to discuss cash needs for the next two weeks. | 0:40 | 390.00 | 260.00 |
| 10/14/03 | D. Dixon | Cash Mgmt | Prepare cash management tool to review in staff meeting. | 0:30 | 390.00 | 195.00 |
| 10/14/03 | D. Dixon | Cash Mgmt | Review cash position through w/e 10/12 and update daily cash flow model. | 1:00 | 390.00 | 390.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Follow up with C. Chartouni regarding completing cash control agreements | 0:06 | 390.00 | 39.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Complete draft of the weekly cash and operating report and circulate to CRP team. | 1:12 | 390.00 | 468.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Finalize new depository account details with B. Vazoulas. | 0:24 | 390.00 | 156.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Finalize weekly cash report and distribute to interested parties. | 0:18 | 390.00 | 117.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Print out open payables report from Lawson accounting system. | 0:12 | 390.00 | 78.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Review approve invoices for employee travel and miscellaneous admin charges. | 0:24 | 390.00 | 156.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Review open payables report to determine who to pay | 0:24 | 390.00 | 156.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Supervise vendor payment process with R. Galloway. | 0:06 | 390.00 | 39.00 |
| 10/15/03 | D. Dixon | Cash Mgmt | Update daily cash model with actual results and review results. | 0:36 | 390.00 | 234.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Analyze additional info from Curtis, revise advance analysis and distribute. | 1:20 | 390.00 | 520.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Email accounting staff regarding process for handling Curtis payments. | 0:12 | 390.00 | 78.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Follow up with B. Vazoulas regarding the depository account. Provide additional direction in getting bank changed to comply with the control agreement. Strategize arrangement with credit card service providers. | 0:48 | 390.00 | 312.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Analyze the detail support for Curtis payments, compare actuals to plan and complete presentation summarizing findings. Email results to C. Crouse, S. Avila and R. Feinstein. Email results to D. Crocetti (Curtis) requesting explanation for variances. | 1:08 | 390.00 | 442.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Coordinate discussion regarding loan payment between J. Naccarato and C. Chartouni. | 0:12 | 390.00 | 78.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Follow up with D. Crocetti (Curtis) regarding payments made GMI | 0:12 | 390.00 | 78.00 |
| 10/16/03 | D. Dixon | Cash Mgmt | Review on-line cash balances and detail. | 0:12 | 390.00 | 78.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|---|------|--------|----------|
| 10/16/03 | D. Dixon | Cash Mgmt | Supervise the process of selecting vendors for payment, discuss with J. Winder and R. Galloway (GMI) | 0:42 | 390.00 | 273.00 |
| 10/20/03 | D. Dixon | Cash Mgmt | Review Curtis advances with B. Vazoulas, double check for accuracy/reasonability. | 0:24 | 390.00 | 156.00 |
| 10/20/03 | D. Dixon | Cash Mgmt | Review vendor payment obligations and develop payment plan with R. Galloway. | 0:42 | 390.00 | 273.00 |
| 10/20/03 | D. Dixon | Cash Mgmt | Revise credit card processing procedures with M. McNicholas and B. Vazoulas. | 0:18 | 390.00 | 117.00 |
| 10/20/03 | D. Dixon | Cash Mgmt | Update daily cash model with actuals results through 10/19 and analyze the results. | 1:30 | 390.00 | 585.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Coordinate cash payments to vendors with R. Galloway based on information from the staff meeting. | 0:12 | 390.00 | 78.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Email M. McNicholas and B. Vazoulas regarding updates on credit card processors. | 0:06 | 390.00 | 39.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Meet with H. Halpner to discuss costs of production past and future. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Modify weekly report for additional information. | 0:12 | 390.00 | 78.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Prepare discussion document regarding cash for the staff meeting. | 0:24 | 390.00 | 156.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Prepare for meeting with H. Halpner to discuss production costs. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Provide direction to R. Galloway and J. Winder regarding vendor payments. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Review and approve promotional expense submitted by J. Gallo. | 0:12 | 390.00 | 78.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Review on-line banking detail confirming receipt of Curtis advance. | 0:12 | 390.00 | 78.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Review on-line cash detail for the operating account. | 0:12 | 390.00 | 78.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Supervise selection and classifications for various vendors, review with R. Galloway. | 0:24 | 390.00 | 156.00 |
| 10/21/03 | D. Dixon | Cash Mgmt | Update the weekly cash models, analyze results for the week ending 10/19/03 and draft weekly cash and operating report. | 2:48 | 390.00 | 1,092.00 |
| 10/22/03 | D. Dixon | Cash Mgmt | Coordinate control agreement procedures with C. Chartouni. | 0:30 | 390.00 | 195.00 |
| 10/22/03 | D. Dixon | Cash Mgmt | Finalize and distribute the weekly cash report. | 0:12 | 390.00 | 78.00 |
| 10/22/03 | D. Dixon | Cash Mgmt | Review on-line cash details and discuss with R. Galloway. | 0:12 | 390.00 | 78.00 |
| 10/22/03 | D. Dixon | Cash Mgmt | Review production cost needs with H. Halpner, confirm plan. | 0:18 | 390.00 | 117.00 |
| 10/22/03 | D. Dixon | Cash Mgmt | Review vendor payment needs with R. Galloway. | 0:18 | 390.00 | 117.00 |
| 10/22/03 | D. Dixon | Cash Mgmt | Revise and update weekly cash report. | 0:48 | 390.00 | 312.00 |
| 10/23/03 | D. Dixon | Cash Mgmt | Coordinate cash requirement discussions regarding Clifford paper need. Discuss with H. Halpner and R. Galloway. Strategize alternatives. Discuss with Clifford paper reps. | 0:48 | 390.00 | 312.00 |
| 10/23/03 | D. Dixon | Cash Mgmt | Coordinate procedures with C. Chartouni (Schulte) to try to get cash control agreement finalized and in place. Phone meeting with C. Chartouni and B. Vazoulas followed by call with N. Hong (Pachulski) and B. Vazoulas. | 0:36 | 390.00 | 234.00 |
| 10/27/03 | D. Dixon | Cash Mgmt | Begin draft of weekly cash/operations report for the week ending 10/26. | 0:54 | 390.00 | 351.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|--|------|--------|--------|
| 10/27/03 | D. Dixon | Cash Mgmt | Review and provide comments on the cash control agreement received from N. Hong (Pachulski) Review with B. Vazoulas. | 0:42 | 390.00 | 273.00 |
| 10/27/03 | D. Dixon | Cash Mgmt | Review and coordinate vendor payment issues with R. Galloway. | 0:42 | 390.00 | 273.00 |
| 10/27/03 | D. Dixon | Cash Mgmt | Review and discuss the cash control agreement with B. Vazoulas, request that he follow up with counsel to complete. | 0:30 | 390.00 | 195.00 |
| 10/27/03 | D. Dixon | Cash Mgmt | Review on-line banking details for cash accounts. | 0:18 | 390.00 | 117.00 |
| 10/27/03 | D. Dixon | Cash Mgmt | Update daily cash model with actuals through 10/26. Analyze results and follow up with staff on questions. | 1:12 | 390.00 | 468.00 |
| 10/28/03 | D. Dixon | Cash Mgmt | Update and review the weekly cash/operating report for the week ending 10/26/03. | 0:48 | 390.00 | 312.00 |
| 10/28/03 | D. Dixon | Cash Mgmt | Prepare discussion document regarding cash for staff meeting. | 0:24 | 390.00 | 156.00 |
| 10/28/03 | D. Dixon | Cash Mgmt | Review and coordinate vendor payments with R. Galloway. | 0:42 | 390.00 | 273.00 |
| 10/28/03 | D. Dixon | Cash Mgmt | Review professional fee invoices and summarize obligations. | 0:36 | 390.00 | 234.00 |
| 10/28/03 | D. Dixon | Cash Mgmt | Update daily cash model and extend weeks presented. | 1:18 | 390.00 | 507.00 |
| 10/29/03 | D. Dixon | Cash Mgmt | Coordinate vendor payments with J. Winder & R. Galloway. | 0:24 | 390.00 | 156.00 |
| 10/29/03 | D. Dixon | Cash Mgmt | Finalize and distribute the weekly cash report for the week ending 10/26/03. | 0:36 | 390.00 | 234.00 |
| 10/29/03 | D. Dixon | Cash Mgmt | Update daily cash model with actual results. Update budget information and extend the number of weeks in the model to mid January. | 1:12 | 390.00 | 468.00 |
| 10/29/03 | S. Avila | Cash Mgmt | Develop template to track professional fees and disbursements. | 0:18 | 475.00 | 142.50 |
| 10/30/03 | D. Dixon | Cash Mgmt | Gather and send financial data to J. Naccarato through Sep 03. | 0:30 | 390.00 | 195.00 |
| 10/30/03 | D. Dixon | Cash Mgmt | Model professional fee summary to capture fees and expenses by group. | 0:24 | 390.00 | 156.00 |
| 10/30/03 | D. Dixon | Cash Mgmt | Review tax payment requirements with S. Herman. | 0:18 | 390.00 | 117.00 |
| 10/30/03 | D. Dixon | Cash Mgmt | Coordinate vendor payments with R. Galloway, analyze payments compared to plan. | 0:48 | 390.00 | 312.00 |
| 10/30/03 | D. Dixon | Cash Mgmt | Follow up on check run for the week, coordinate classifications with J. Winder and R. Galloway. | 0:30 | 390.00 | 195.00 |
| 10/30/03 | D. Dixon | Cash Mgmt | Research fund requirements, review with R. Galloway and prepare fund request form. | 0:42 | 390.00 | 273.00 |
| 10/30/03 | S. Avila | Cash Mgmt | Draft correspondence to R. Feinstein (PSZYJW) re: Professional fee tracking August and September | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Cash Mgmt | Review professional fee tracking schedule prepared by D. Dixon (CRP) | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Cash Mgmt | Draft correspondence to D. Dixon (CRP) re: cash flow projections | 0:12 | 475.00 | 95.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Analyze and research information relating to royalty, advertising and other income from Club de Player, Inc. | 2:32 | 390.00 | 988.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Coordinate professional fee payments with R. Galloway. | 0:18 | 390.00 | 117.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Research and respond to questions from N. Hong (Pachulski) regarding cash control agreement. | 0:24 | 390.00 | 156.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Research AR balances for Image Entertainment, incorporate data into final collections notice. | 0:18 | 390.00 | 117.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|--|------|--------|----------|
| 11/03/03 | D. Dixon | Cash Mgmt | Review and analyze interest charges. Compare to plan, identify and summarize variances. | 1:06 | 390.00 | 429.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Review and discuss cash requirements for operations with H. Halpner and follow up with R. Galloway regarding payments to vendors. | 0:54 | 390.00 | 351.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Review and recommend changes to Image Entertainment collection paper work. Discuss arrangements with J. Lagrotte. | 0:36 | 390.00 | 234.00 |
| 11/03/03 | D. Dixon | Cash Mgmt | Update daily cash model and review results, research questions. | 0:48 | 390.00 | 312.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Begin draft on weekly cash & operating report for the week ending 11/2/03. | 0:30 | 390.00 | 195.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Update daily cash flow model. Revise presentation. Analyze results on a 4 and 5 week basis.. | 1:18 | 390.00 | 507.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Coordinate and discuss vendor payments with R. Galloway. | 0:36 | 390.00 | 234.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Follow up with J. Winder and R. Galloway regarding interest and professional fee payments. | 0:24 | 390.00 | 156.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Modify DIP loan budget to include actual results and begin work on revising forecast for internal purposes. | 1:12 | 390.00 | 468.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Review details of online transactions at Wachovia. | 0:12 | 390.00 | 78.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Review vendor and payment issues with R. Galloway and J. Winder. | 0:24 | 390.00 | 156.00 |
| 11/04/03 | D. Dixon | Cash Mgmt | Update financial reporting model to include August and September results. Analyze results and discuss with B. Vazoulas and A. Maniscalco. | 1:12 | 390.00 | 468.00 |
| 11/05/03 | D. Dixon | Cash Mgmt | Compare and analyze the 11/4 Curtis advance to the plan. | 0:24 | 390.00 | 156.00 |
| 11/05/03 | D. Dixon | Cash Mgmt | Discuss video and warehouse issues with J. Lagrotte. | 0:18 | 390.00 | 117.00 |
| 11/05/03 | D. Dixon | Cash Mgmt | Finalize the weekly cash & operations report for the week ending 11/2. | 2:42 | 390.00 | 1,053.00 |
| 11/05/03 | D. Dixon | Cash Mgmt | Research with J. Gallo (GMI) and D. Crocetti (Curtis) advance made on 11/4 for new publications. | 0:30 | 390.00 | 195.00 |
| 11/05/03 | D. Dixon | Cash Mgmt | Review cash detail on-line for the Wachovia accounts. | 0:12 | 390.00 | 78.00 |
| 11/05/03 | D. Dixon | Cash Mgmt | Strategize restructuring ideas for the accounting department with B. Vazoulas. Follow up on research progress and discuss valuation issues relative to the Art Holding assets. | 1:06 | 390.00 | 429.00 |
| 11/06/03 | D. Dixon | Cash Mgmt | Review and sign Clifford assignment, coordinate notary signature and forwarding to Curtis. | 0:24 | 390.00 | 156.00 |
| 11/06/03 | D. Dixon | Cash Mgmt | Discuss and manage vendor payment issues with R. Galloway in anticipation of his week's vacation. | 0:30 | 390.00 | 195.00 |
| 11/06/03 | D. Dixon | Cash Mgmt | Research additional data relating to financial results through Sep03, summarize results. | 0:36 | 390.00 | 234.00 |
| 11/06/03 | D. Dixon | Cash Mgmt | Review and update internal weekly cash flow model through 2/29/04. | 0:42 | 390.00 | 273.00 |
| 11/06/03 | D. Dixon | Cash Mgmt | Review financials through Sep03 and internal weekly cash flow forecast with S. Avila. | 0:30 | 390.00 | 195.00 |
| 11/06/03 | D. Dixon | Cash Mgmt | Update daily cash model and review results. Review on-line bank details. | 0:36 | 390.00 | 234.00 |
| 11/10/03 | D. Dixon | Cash Mgmt | Meet with J. Winder (GMI) to discuss cash reporting needs. | 0:24 | 390.00 | 156.00 |
| 11/10/03 | D. Dixon | Cash Mgmt | Review on-line detail for the Wachovia account. Compare balances on-line to reported cash balances. | 0:36 | 390.00 | 234.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|---|------|--------|----------|
| 11/10/03 | D. Dixon | Cash Mgmt | Update the daily cash model and modify presentation pages to include results through 11/7/03. | 0:48 | 390.00 | 312.00 |
| 11/11/03 | D. Dixon | Cash Mgmt | Complete a draft of the weekly cash & operating report. Submit to S. Avila and C. Crouse review. | 2:48 | 390.00 | 1,092.00 |
| 11/11/03 | D. Dixon | Cash Mgmt | Coordinate and implement revisions to the daily cash reporting model with J. Winder. | 0:48 | 390.00 | 312.00 |
| 11/11/03 | D. Dixon | Cash Mgmt | Develop vendor payment plan for the week with J. Winder. | 0:36 | 390.00 | 234.00 |
| 11/11/03 | D. Dixon | Cash Mgmt | Meet with H. Halpner to discuss and request research on actual results for expenditures in printing and distribution costs. | 0:36 | 390.00 | 234.00 |
| 11/11/03 | D. Dixon | Cash Mgmt | Modify weekly cash and operating report after feedback from S. Avila and C. Crouse. | 0:54 | 390.00 | 351.00 |
| 11/12/03 | D. Dixon | Cash Mgmt | Review base case model with C. Crouse for 2004. | 1:00 | 390.00 | 390.00 |
| 11/12/03 | D. Dixon | Cash Mgmt | Brief review of current revision of the cash control agreement. | 0:18 | 390.00 | 117.00 |
| 11/12/03 | D. Dixon | Cash Mgmt | Discuss 11/11 Curtis advance with J. Winder, request additional detail. | 0:12 | 390.00 | 78.00 |
| 11/12/03 | D. Dixon | Cash Mgmt | Finalize and distribute weekly cash & operating report for the week ending 11/9. | 2:12 | 390.00 | 858.00 |
| 11/12/03 | D. Dixon | Cash Mgmt | Review bank activity on-line for the Wachovia account. | 0:18 | 390.00 | 117.00 |
| 11/12/03 | D. Dixon | Cash Mgmt | Review with H. Halpner payments for printing and distribution for the last 6 weeks. | 0:18 | 390.00 | 117.00 |
| 11/17/03 | D. Dixon | Cash Mgmt | Review cash control plan agreement and discuss with B. Vazoulas. | 0:24 | 390.00 | 156.00 |
| 11/17/03 | D. Dixon | Cash Mgmt | Investigate collection results and credit card processing payments with B. Vazoulas. | 0:36 | 390.00 | 234.00 |
| 11/17/03 | D. Dixon | Cash Mgmt | Manage AP issues and discuss with R. Galloway. | 0:48 | 390.00 | 312.00 |
| 11/17/03 | D. Dixon | Cash Mgmt | Update daily cash flow model with actual results. | 0:36 | 390.00 | 234.00 |
| 11/18/03 | D. Dixon | Cash Mgmt | Follow up with N. Hong (Pachulski) regarding cash control agreement. | 0:06 | 390.00 | 39.00 |
| 11/18/03 | D. Dixon | Cash Mgmt | Review data and email questions to J. Winder & R. Galloway regarding questions on cash issues for the week ending 11/16. | 0:12 | 390.00 | 78.00 |
| 11/18/03 | D. Dixon | Cash Mgmt | Review the Wachovia bank on-line detail and compare it to the daily cash sheets. | 0:18 | 390.00 | 117.00 |
| 11/18/03 | D. Dixon | Cash Mgmt | Update cash information for the week ending 11/16 and begin drafting weekly report. | 2:06 | 390.00 | 819.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Prepare professional fee forecast and distribute requesting confirmation. | 0:42 | 390.00 | 273.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Review revised cash control agreement and discuss with B. Vazoulas. | 0:18 | 390.00 | 117.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Create cash analysis for paying paper costs earlier than planned, summarize and submit comparison. | 1:18 | 390.00 | 507.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Finalize weekly cash/operating report and distribute. | 0:54 | 390.00 | 351.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Manage process for submitting a fund request. | 0:36 | 390.00 | 234.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Manage vendor payment issues with J. Winder and R. Galloway. | 0:18 | 390.00 | 117.00 |
| 11/19/03 | D. Dixon | Cash Mgmt | Review and strategize cash needs for w/e 11/23 and 11/30. Discuss with R. Galloway. | 0:18 | 390.00 | 117.00 |
| 11/19/03 | S. Avila | Cash Mgmt | Review and revise cash projections assuming GMI is not able to obtain assignments. | 0:48 | 475.00 | 380.00 |
| 11/20/03 | D. Dixon | Cash Mgmt | Develop a framework for the sources and uses for the plan of reorganization | 0:24 | 390.00 | 156.00 |
| 11/20/03 | D. Dixon | Cash Mgmt | Modify cash budget assuming no assignments. Adjust timing and review results. | 0:54 | 390.00 | 351.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------|--|------|--------|----------|
| 11/20/03 | D. Dixon | Cash Mgmt | Review cash management issues with R. Galloway. | 0:36 | 390.00 | 234.00 |
| 11/20/03 | D. Dixon | Cash Mgmt | Review direct costs and prepare analysis, discuss with H. Halpner (GMI). | 0:30 | 390.00 | 195.00 |
| 11/20/03 | D. Dixon | Cash Mgmt | Review online detail for the Wachovia bank accounts, analyze detail. | 0:18 | 390.00 | 117.00 |
| 11/21/03 | D. Dixon | Cash Mgmt | Model analysis for sources and uses of funds for a likely outcome bankruptcy proceedings. | 4:00 | 390.00 | 1,560.00 |
| 11/21/03 | S. Avila | Cash Mgmt | Review revised cash flow projections prepared by D. Dixon (CRP) excluding assignments for the period through 2/20 | 0:30 | 475.00 | 237.50 |
| 11/24/03 | D. Dixon | Cash Mgmt | Update weekly cash model, modify for new bondholder expenses, request additional info to complete. | 0:42 | 390.00 | 273.00 |
| 11/24/03 | D. Dixon | Cash Mgmt | Phone meeting with S. Avila regarding cash requirements for the week. | 0:12 | 390.00 | 78.00 |
| 11/24/03 | D. Dixon | Cash Mgmt | Manage cash issues for the week with R. Galloway. | 0:18 | 390.00 | 117.00 |
| 11/24/03 | D. Dixon | Cash Mgmt | Phone meeting with R. Galloway regarding cash requirements for the week. | 0:12 | 390.00 | 78.00 |
| 11/24/03 | D. Dixon | Cash Mgmt | Prepare documents to request additional funding for the DIP loan, circulate to S. Avila for approval and forward to J. Naccarato for processing. | 0:42 | 390.00 | 273.00 |
| 11/24/03 | D. Dixon | Cash Mgmt | Update daily cash model to include actual results for the week ending 11/23/03. Briefly review results. | 0:36 | 390.00 | 234.00 |
| 12/1/03 | D. Dixon | Cash Mgmt | Meeting with R. Galloway regarding cash transactions for the week ending 11/30. | 0:36 | 390.00 | 234.00 |
| 12/1/03 | D. Dixon | Cash Mgmt | Review cash balances from daily worksheets. | 0:18 | 390.00 | 117.00 |
| 12/1/03 | D. Dixon | Cash Mgmt | Analyze interest calculation from DIP lender and prepare correction notice. | 0:42 | 390.00 | 273.00 |
| 12/1/03 | D. Dixon | Cash Mgmt | Review and respond to various emails. | 0:48 | 390.00 | 312.00 |
| 12/1/03 | D. Dixon | Cash Mgmt | Analyze potential DIP lender cash flow forecast and summarize results, comparing forecast to latest cash flow information. | 3:18 | 390.00 | 1,287.00 |
| 12/1/03 | D. Dixon | Cash Mgmt | Modify the DIP loan budget and update assumptions, review results. | 1:48 | 390.00 | 702.00 |
| 12/1/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: revised DIP budget | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein re: revised DIP budget | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Cash Mgmt | Review M. Bell Capital Cash flow projections re: DIP financing agreement. | 0:24 | 475.00 | 190.00 |
| 12/1/03 | S. Avila | Cash Mgmt | Telephone conversation with M Bell re: DIP budget | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Cash Mgmt | Telephone conversation with the counsel for M. Bell Capital re: Cash flow budget | 0:06 | 475.00 | 47.50 |
| 12/1/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: DIP budget and various covenants. | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Cash Mgmt | Review revised DIP budget | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Cash Mgmt | Review cash budget prepared by M. Bell Capital. | 0:12 | 475.00 | 95.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Review the revised budget from R. Mitra (Marc Bell), return comments and copy counsel. | 0:36 | 390.00 | 234.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Review analysis of creditor classes and sources/uses of proceeds through the confirmation. | 1:24 | 390.00 | 546.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Prepare an income statement and balance sheet for 2002 for use in the disclosure statement. | 0:24 | 390.00 | 156.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Meeting with R. Galloway to plan cash requirements for the week. | 0:18 | 390.00 | 117.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Prepare discussion document for staff meeting for cash management issues. | 0:42 | 390.00 | 273.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---------|----------|-----------|--|------|--------|--------|
| 12/2/03 | D. Dixon | Cash Mgmt | Meeting with D. Brenner regarding changes in advertising sales for December and January as well as updates on collection efforts. | 0:24 | 390.00 | 156.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Lead meeting with J. Winder and R. Galloway to determine cash requirements for the week. | 0:54 | 390.00 | 351.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Analyze cash requirements and collections; prepare fund request and submit to DIP lender. | 0:42 | 390.00 | 273.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Update the weekly cash model with results for the week ending 11/30. | 0:42 | 390.00 | 273.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Analyze weekly financial results compared to DIP plan. | 0:36 | 390.00 | 234.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Prepare weekly cash & operating report and submit to CRP team for edits. | 2:06 | 390.00 | 819.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Edit the weekly report, review and prepare to distribute. | 0:54 | 390.00 | 351.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Review professional fee estimates and compare to October invoices. | 0:24 | 390.00 | 156.00 |
| 12/2/03 | D. Dixon | Cash Mgmt | Review and approve vendor payment requests, manage vendor payment issues. | 0:36 | 390.00 | 234.00 |
| 12/2/03 | S. Avila | Cash Mgmt | Review and revise draft of new DIP budget | 0:30 | 475.00 | 237.50 |
| 12/3/03 | D. Dixon | Cash Mgmt | Update the professional fees forecast & analysis with additional actual and updated info. | 0:36 | 390.00 | 234.00 |
| 12/3/03 | D. Dixon | Cash Mgmt | Discussion with B. Vazoulas regarding credit card processor contract & payment issues and alternatives. | 0:24 | 390.00 | 156.00 |
| 12/3/03 | D. Dixon | Cash Mgmt | Review financial results and DIP loan budgets, forward analysis and info to team. | 0:36 | 390.00 | 234.00 |
| 12/3/03 | D. Dixon | Cash Mgmt | Review bank balances on line and download November bank statements and convert to PDF. | 0:30 | 390.00 | 195.00 |
| 12/3/03 | D. Dixon | Cash Mgmt | Manage vendor payment issues with Garden City. | 0:12 | 390.00 | 78.00 |
| 12/3/03 | D. Dixon | Cash Mgmt | Manage vendor issues with R. Galloway. | 0:24 | 390.00 | 156.00 |
| 12/3/03 | D. Dixon | Cash Mgmt | Finalize and distribute the weekly cash report. | 0:18 | 390.00 | 117.00 |
| 12/3/03 | S. Avila | Cash Mgmt | Review and revise draft of DIP financing agreement | 0:42 | 475.00 | 332.50 |
| 12/4/03 | D. Dixon | Cash Mgmt | Manage cash requirements and payments, discuss with R. Galloway. | 0:42 | 390.00 | 273.00 |
| 12/4/03 | D. Dixon | Cash Mgmt | Check bank balances on line and follow up on fund request. | 0:18 | 390.00 | 117.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Review interest calculations prepared by B. Vazoulas for minimum sale price calculations. | 0:12 | 390.00 | 78.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Review on-line bank balances and Friday cash reports. | 0:36 | 390.00 | 234.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Investigate credit card processing fees, discuss with M. McNicholas. | 0:24 | 390.00 | 156.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Email R. Galloway regarding attorney fee payment by senior lender. | 0:06 | 390.00 | 39.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Manage vendor payment issues with J. Winder, review requirements and determine payments. | 0:42 | 390.00 | 273.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Update the weekly cash reporting model with actual results for the week ending 12/7 | 0:36 | 390.00 | 234.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Model variance report comparing actual spending for printing, paper and distribution costs compared to planned costs. Forward findings to H. Halpner for explanations. | 1:54 | 390.00 | 741.00 |
| 12/8/03 | D. Dixon | Cash Mgmt | Manage cash relative to advertising cost requirements for the bar date announcement, coordinate with M. Bove (Pachulski) and J. Winder/R. Galloway. | 0:12 | 390.00 | 78.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|------------------------|-----------|------------------------------|---|---------------|--------|-------------------|
| 12/8/03 | D. Dixon | Cash Mgmt | Cash management review relating to print cost requirements as submitted by H. Halpner. | 0:12 | 390.00 | 78.00 |
| 12/9/03 | D. Dixon | Cash Mgmt | Review online bank balances and cash activity from the prior day. | 0:36 | 390.00 | 234.00 |
| 12/9/03 | D. Dixon | Cash Mgmt | Manage vendor payment issues with J. Winder. Follow up on previous day's activity. | 0:30 | 390.00 | 195.00 |
| 12/9/03 | S. Avila | Cash Mgmt | Preparation for hearing on DIP financing and exclusivity (12/10/03). | 1:18 | 475.00 | 617.50 |
| 12/10/03 | D. Dixon | Cash Mgmt | Manage and review cash requirements for the week with R. Galloway. | 0:42 | 390.00 | 273.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Update weekly cash flow model with actuals and analyze results. | 1:06 | 390.00 | 429.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Research and resolve discrepancies in weekly cash reporting. | 0:24 | 390.00 | 156.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Draft the weekly cash & operating report for the week ending 12/7/03 | 1:18 | 390.00 | 507.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Follow up on 401k funding issues with R. Galloway and K. Fuchs. | 0:18 | 390.00 | 117.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Email M. Bove regarding new DIP fund request procedures. | 0:06 | 390.00 | 39.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Complete revisions to weekly cash/operating report. | 0:36 | 390.00 | 234.00 |
| 12/10/03 | D. Dixon | Cash Mgmt | Review fund requests and discuss with J. Winder and R. Galloway. | 1:18 | 390.00 | 507.00 |
| 12/11/03 | D. Dixon | Cash Mgmt | Determine cash requirements for the week, analyze cash flows, create and distribute fund request. | 1:06 | 390.00 | 429.00 |
| 12/11/03 | D. Dixon | Cash Mgmt | Review vendor management and payment issues with R. Galloway. | 0:36 | 390.00 | 234.00 |
| 12/11/03 | S. Avila | Cash Mgmt | Review and revise weekly cash management report | 0:36 | 475.00 | 285.00 |
| 12/12/03 | S. Avila | Cash Mgmt | Discussions with R. Galloway (GMI) re: DIP funding request. | 0:12 | 475.00 | 95.00 |
| 12/12/03 | S. Avila | Cash Mgmt | Telephone conversation with R. Feinstein (PSZYJW) re: payment request | 0:06 | 475.00 | 47.50 |
| 12/12/03 | S. Avila | Cash Mgmt | Review professional fee administrative order | 0:24 | 475.00 | 190.00 |
| 12/12/03 | S. Avila | Cash Mgmt | Various telephone conversations with potential investors re: status of restructuring process | 0:24 | 475.00 | 190.00 |
| Cash Mgmt Total | | | | 472.35 | | 187,396.41 |
| 08/12/03 | D. Dixon | Creditor Mgmt/ Communication | Conference call with key vendors, question and answer session. | 0:45 | 390.00 | 292.50 |
| 08/12/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss AP reporting needs and vendor management issues with Richard G. and Jennifer W. | 1:00 | 390.00 | 390.00 |
| 08/12/03 | JC Crouse | Creditor Mgmt/ Communication | Set up global email and hotline voice mail for BK questions | 0:30 | 325.00 | 162.50 |
| 08/12/03 | JC Crouse | Creditor Mgmt/ Communication | Vendor conference call | 0:45 | 325.00 | 243.75 |
| 08/12/03 | S. Avila | Creditor Mgmt/ Communication | Send correspondence to D. Dixon (CRP) re: draft letter to vendors. | 0:36 | 475.00 | 285.00 |
| 08/13/03 | D. Dixon | Creditor Mgmt/ Communication | Develop and review script for AP staff to use in vendor management issues. | 1:30 | 390.00 | 585.00 |
| 08/13/03 | D. Dixon | Creditor Mgmt/ Communication | Discussions with accounting staff regarding cash and vendor management issues. | 1:00 | 390.00 | 390.00 |
| 08/13/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting with Frank Devino on communication with artists | 0:30 | 325.00 | 162.50 |
| 08/13/03 | JC Crouse | Creditor Mgmt/ Communication | Review video contract issues and communication plans with Jeff Lagrotte | 1:15 | 325.00 | 406.25 |
| 08/13/03 | JC Crouse | Creditor Mgmt/ Communication | Meet with Dottie Meyers re communication PETS | 0:30 | 325.00 | 162.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|----------|
| 08/13/03 | JC Crouse | Creditor Mgmt/ Communication | Develop action plan for communications with key vendors | 0:30 | 325.00 | 162.50 |
| 08/13/03 | JC Crouse | Creditor Mgmt/ Communication | check emails and voice mails on hotline | 0:30 | 325.00 | 162.50 |
| 08/13/03 | JC Crouse | Creditor Mgmt/ Communication | Develop action plan for communications with key vendors | 0:30 | 325.00 | 162.50 |
| 08/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with S. Allen (BMC) re: claims agent. | 0:30 | 475.00 | 237.50 |
| 08/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with L. Recano (Donlin & Recano) re: claims agent. | 0:24 | 475.00 | 190.00 |
| 08/13/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with D. Meyer (GMI) re: communication program for GMI models. | 0:36 | 475.00 | 285.00 |
| 08/13/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with G. Rojas (GMI) re: communication strategy for international group. | 0:36 | 475.00 | 285.00 |
| 08/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with representative of Curtis re: post-petition operating issues. | 0:18 | 475.00 | 142.50 |
| 08/14/03 | D. Dixon | Creditor Mgmt/ Communication | Contact insurance brokers to notify of efforts for getting premiums paid. Review payroll summaries for 8/15 pay dates. | 0:15 | 390.00 | 97.50 |
| 08/18/03 | D. Dixon | Creditor Mgmt/ Communication | Update vendor script and review with Jennifer and Kathy. Discuss employee pay issues with Kathy. Strategize options for payment. | 0:45 | 390.00 | 292.50 |
| 08/18/03 | D. Dixon | Creditor Mgmt/ Communication | Call insurance brokers and discuss current funding delays of DIP loan and expected premium payments. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | JC Crouse | Creditor Mgmt/ Communication | Create contributor vendor letter regarding August issue payment | 0:30 | 325.00 | 162.50 |
| 08/18/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence and documents to review retention of Garden City as claims agent. | 0:18 | 475.00 | 142.50 |
| 08/19/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss vendor issues with various department heads. Follow up with creditor script. Provide guidelines for payment. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to various emails | 0:15 | 390.00 | 97.50 |
| 08/19/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss vendor and employee issues with Richard, Bill and Kathy. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | S. Avila | Creditor Mgmt/ Communication | Travel to and attend Unsecured Creditors Committee organizational meeting. | 5:30 | 475.00 | 2,612.50 |
| 08/20/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails | 0:15 | 390.00 | 97.50 |
| 08/20/03 | JC Crouse | Creditor Mgmt/ Communication | Create comparison report on costs of claims agents | 2:00 | 325.00 | 650.00 |
| 08/20/03 | JC Crouse | Creditor Mgmt/ Communication | Resolve issue with foreign licensees and copyright of August content | 1:00 | 325.00 | 325.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with R. Feinstein (PSZYJW) re: CRP retention issues; formation of UCC committee; telephone call with counsel for UCC Committee; and telephone call B. Katz (JHC) financial advisor to UCC. | 2:06 | 475.00 | 997.50 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: revised pricing from Garden City re: Claims & Noticing Agent | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review Curtis Stipulation re: August assignment. | 0:24 | 475.00 | 190.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from L. Recano (DR) re: Claims & Noticing Agent | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|--------|
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to R. Feinstein (PSZYJW) re: analysis of services and fees for claims and noticing agent. | 0:18 | 475.00 | 142.50 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to R. Feinstein (PSZYJW) re: Claims and Noticing agent | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to E. Ellison (DR) re: questions on proposal to provide services as claims and noticing agent. | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to H. Halpner (GMI) re: Scarlet letters - request for post-petition payment on pre-petition debt. | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from J. Gallo (GMI) re: communications with ITM - fulfillment services. | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from J. Gallo (GMI) re: Palm Coast Data | 0:06 | 475.00 | 47.50 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review and respond to information request from P. Runko (Quebecor) re: Post-petition printing of GMI publications. | 0:24 | 475.00 | 190.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from J. Gallo (GMI) re: update on his discussions with Curtis. | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to J. Gallo (GMI) re: Palm Coast Data | 0:06 | 475.00 | 47.50 |
| 08/20/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to D. Dixon (CRP) re: management of GMI vendors; and critical vendor issues. | 0:06 | 475.00 | 47.50 |
| 08/21/03 | D. Dixon | Creditor Mgmt/ Communication | Prepare worksheet for department heads relating to critical vendors and vendors who provided work which has not been used. Circulate form requesting completion using specified criteria. | 0:45 | 390.00 | 292.50 |
| 08/21/03 | D. Dixon | Creditor Mgmt/ Communication | Return calls to various creditors to discuss their situation relating to the bankruptcy proceedings-vendor management. | 0:45 | 390.00 | 292.50 |
| 08/21/03 | JC Crouse | Creditor Mgmt/ Communication | Discuss content provider communication with Peter Bloch | 0:30 | 325.00 | 162.50 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to R. Feinstein (PSZYJW) re: Claims and Noticing Agent | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to D. Dixon (CRP) re; UCC counsel and FA. | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: communication to B. Katz (JHC) | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: Critical Vendor and Other payment items. | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from P. Runko (Quebecor) re: post-petition printing | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Runko (Quebecor) re: post-petition services | 0:30 | 475.00 | 237.50 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to B. Katz (JHC) re: Cash flow projections | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to P. Runko (Quebecor) re: response to information request. | 0:06 | 475.00 | 47.50 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: Curtis Stipulation and meeting next week with counsel to UCC. | 0:18 | 475.00 | 142.50 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to H. Halpner (GMI) re: 2003 projection schedule | 0:12 | 375.00 | 75.00 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to C. Samel (GMI) re: 2003 production schedule. | 0:18 | 375.00 | 112.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|--------|
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Revised Curtis Stipulation. | 0:12 | 375.00 | 75.00 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from C. Crouse (CRP) re: various Video and internet issues. | 0:18 | 375.00 | 112.50 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from C. Crouse (CRP) re: Management template - actions, issues, projects | 0:12 | 375.00 | 75.00 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review minutes from Thursday management meeting. | 0:12 | 375.00 | 75.00 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from H. Halpner (GMI) re: 2003 production schedule. | 0:06 | 375.00 | 37.50 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from P. Runko (Quebecor) re: post-petition services. | 0:12 | 475.00 | 95.00 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from B. Katz (JHC) re: GMI Cash flows | 0:12 | 475.00 | 95.00 |
| 08/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from P. D'Auria (Lowenstein) re: Curtis stipulation | 0:24 | 375.00 | 150.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss content provider payment issues with Peter B. and Frank D. | 1:00 | 390.00 | 390.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Review payment issues with Dottie regarding critical vendors | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss critical vendor information with Maria R. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Provide direction to Jennifer on AP issues. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Creditor Mgmt/ Communication | Finalize meeting with accountants for the creditors' committee, gather information in preparation of their visit. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | JC Crouse | Creditor Mgmt/ Communication | Develop plan for paying post filing contributors to magazines with Pete Bloch, Frank Devino | 1:30 | 325.00 | 487.50 |
| 08/25/03 | JC Crouse | Creditor Mgmt/ Communication | Conference call with creditor accountants | 1:00 | 325.00 | 325.00 |
| 08/25/03 | JC Crouse | Creditor Mgmt/ Communication | Conference call with creditors | 1:15 | 325.00 | 406.25 |
| 08/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with Unsecured Creditor's committee, UCC Counsel and UCC Accountants re: status report. | 1:30 | 475.00 | 712.50 |
| 08/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with representatives of Clifford Paper re: Warehousing financing arrangement. | 0:24 | 475.00 | 190.00 |
| 08/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone call to misc. trade vendor re: post-petition services | 0:12 | 475.00 | 95.00 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss current issues related to breaking out pre- and post-petition AP's. with Richard G., Jennifer W. and Steve C. | 0:45 | 390.00 | 292.50 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to correspondence regarding fund requests. | 0:15 | 390.00 | 97.50 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Manage vendor issues, i.e., call and discuss individual situations. Discuss vendor management procedures with Richard and Jennifer | 0:30 | 390.00 | 195.00 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with Peter B. and establish payment terms for content providers post petition. | 0:30 | 390.00 | 195.00 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Communicate post petition payment terms with Joe G. | 0:15 | 390.00 | 97.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|----------|
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Communicate content provider payment terms post petition with Maria R., Jennifer W., and Richard G. | 0:15 | 390.00 | 97.50 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails. | 0:20 | 390.00 | 130.00 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to information and data requests by the creditor committee accountants. | 0:40 | 390.00 | 260.00 |
| 08/26/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with accountants for creditors' committee to review basis for cash budget, general information of the company and new information since the filing. | 3:00 | 390.00 | 1,170.00 |
| 08/26/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting to prepare summary presentation for bondholders | 2:00 | 325.00 | 650.00 |
| 08/26/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting to review potential essential vendors | 1:00 | 325.00 | 325.00 |
| 08/26/03 | JC Crouse | Creditor Mgmt/ Communication | Create summary of essential vendors and amount owed for Chairman | 1:00 | 325.00 | 325.00 |
| 08/26/03 | S. Avila | Creditor Mgmt/ Communication | Prepare for meeting with J. Naccarato (Cerberus), N. Goldman and D. Morgan (McKay) | 1:30 | 475.00 | 712.50 |
| 08/26/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with J. Naccarato (Cerberus), N. Goldman and D. Morgan (McKay) | 2:30 | 475.00 | 1,187.50 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Gather and fax additional information requested by creditor committee accountants | 1:30 | 390.00 | 585.00 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Review critical vendors submitted by Dottie, select models, review outstanding balances and instruct Jennifer to cut checks. | 1:15 | 390.00 | 487.50 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Review other critical vendors, select 2 additional vendors to total weekly budget, authorize payment. | 0:20 | 390.00 | 130.00 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Communicate payments to vendors for promotions with Dottie. Communicate payments to vendors for advertising with Rich. | 0:10 | 390.00 | 65.00 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with Peter to discuss critical vendors relating to content materials. Finalize list, set up to pay next week. | 0:20 | 390.00 | 130.00 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Return calls and emails to vendors discussing their specific situation relative to the bankruptcy. | 0:30 | 390.00 | 195.00 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Phone conversations with Ray Platz with JH Cohn regarding additional info | 0:15 | 390.00 | 97.50 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to vendors regarding their situation after the filing. | 0:20 | 390.00 | 130.00 |
| 08/27/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails | 0:15 | 390.00 | 97.50 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone call to J. Naccarato (Cerberus) re: Clifford Paper agreement. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with counsel for UCC re: Clifford Paper agreement. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with P. Enright (Clifford) re: Clifford Paper Agreement. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from C. Calvosa (GMI) re: International publishing. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from L. Sutter (GMI) re: Image entertainment. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from H. Halpner (GMI) re: Vendor issues - Public Storage. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Clifford paper | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: Contributor's payments | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|--------|
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Vendor issues | 0:06 | 475.00 | 47.50 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with R. Feinstein (PSZYJW) re: CRP retention and Clifford issue | 0:36 | 475.00 | 285.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to L. Sutter (GMI) re: Image entertainment. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Draft various correspondence to H. Halpner (GMI) re: Clifford agreement. | 0:30 | 475.00 | 237.50 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Platz (JHC) re: information request and UCC conference call scheduled for Thursday. | 0:18 | 475.00 | 142.50 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to P. Enright (Clifford) re: Clifford agreement | 0:30 | 475.00 | 237.50 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: UCC conference call | 0:06 | 475.00 | 47.50 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from L. Sutter (GMI) re: Image Entertainment | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to J. Naccarato (Cerberus) re: Penthouse Boutique | 0:18 | 475.00 | 142.50 |
| 08/28/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to emails and phone calls, gather and send additional information to creditor committee accountants. | 1:00 | 390.00 | 390.00 |
| 08/28/03 | D. Dixon | Creditor Mgmt/ Communication | Provide direction to Richard and Jennifer regarding cash management and vendor payment issues. | 1:00 | 390.00 | 390.00 |
| 08/28/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails and calls from vendors regarding the bankruptcy. | 0:30 | 390.00 | 195.00 |
| 08/28/03 | D. Dixon | Creditor Mgmt/ Communication | Review club license agreements and forward copies to JH Cohn. | 0:15 | 390.00 | 97.50 |
| 08/28/03 | JC Crouse | Creditor Mgmt/ Communication | Deal with storage vendor in California | 1:00 | 325.00 | 325.00 |
| 08/28/03 | S. Avila | Creditor Mgmt/ Communication | Various telephone calls with GMI vendors. | 0:24 | 475.00 | 190.00 |
| 08/28/03 | S. Avila | Creditor Mgmt/ Communication | Prepare for and participate in telephone conference with Unsecured Creditors Committee re: Curtis Assignment. | 0:54 | 475.00 | 427.50 |
| 08/29/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails from vendors and employees. | 0:20 | 390.00 | 130.00 |
| 08/29/03 | S. Avila | Creditor Mgmt/ Communication | Call to J. Naccarato (Cerberus) re: Weekly report and default waiver. | 0:06 | 475.00 | 47.50 |
| 08/29/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Platz (JHC) re: Curtis agreement | 0:06 | 475.00 | 47.50 |
| 08/29/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from L. Sutter (GMI) re: Curtis Agreement. | 0:06 | 475.00 | 47.50 |
| 08/29/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to R. Platz (JHC) re: Curtis Agreement. | 0:06 | 475.00 | 47.50 |
| 09/02/03 | D. Dixon | Creditor Mgmt/ Communication | Meeting with Peter B. to review vendor payment plans | 0:10 | 390.00 | 65.00 |
| 09/02/03 | D. Dixon | Creditor Mgmt/ Communication | Meeting with Richard G. to provide direction on vendor management issues. | 0:20 | 390.00 | 130.00 |
| 09/02/03 | D. Dixon | Creditor Mgmt/ Communication | Discussion with P Bloch regarding vendor management issues. | 0:06 | 390.00 | 39.00 |
| 09/02/03 | D. Dixon | Creditor Mgmt/ Communication | Return phone calls and email messages from various vendors. | 0:20 | 390.00 | 130.00 |
| 09/02/03 | D. Dixon | Creditor Mgmt/ Communication | Strategize with Bill V. issues relating to Palm Coast, Paymentech and other credit card issues. | 1:10 | 390.00 | 455.00 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with J. Gallo (GMI) re: Curtis meeting scheduled for 9/11 | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|----------|
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence from D. Dixon (CRP) re: JH Cohen meeting. | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to J. Gallo and L. Sutter (GMI) re: Curtis Meeting. | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from L. Sutter (GMI) re: Curtis meeting. | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: JH Cohen meeting | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from J. Gallo (GMI) re: Curtis meeting | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with R. Feinstein (PSZYJW) and Curtis' counsel re: rescheduling meeting with Curtis. | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with C. Zucker (JHC) re: meeting at GMI on 9/3 | 0:30 | 475.00 | 237.50 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Review outline for the UCC presentation for 9/8. | 0:10 | 390.00 | 65.00 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails. | 0:20 | 390.00 | 130.00 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with Peter B. regarding paying content providers and freelance work. | 0:25 | 390.00 | 162.50 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Review with staff regarding reporting needs for Curtis meeting, UCC meeting and Cohn meeting. Discuss reasons for non-payment of non-GMI expenses. | 0:45 | 390.00 | 292.50 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss and request additional information regarding the Curtis assignment with Bill V. and Richard G. | 0:30 | 390.00 | 195.00 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Provide direction on payment issues for content providers with Maria R. | 0:30 | 390.00 | 195.00 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Provide direction on vendor management issues with Jennifer and Richard. | 0:20 | 390.00 | 130.00 |
| 09/03/03 | D. Dixon | Creditor Mgmt/ Communication | Meet JH Cohn representatives to discuss matters relating to unsecured creditors. | 2:30 | 390.00 | 975.00 |
| 09/03/03 | JC Crouse | Creditor Mgmt/ Communication | Situation review and working lunch with JH Kohn | 2:30 | 325.00 | 812.50 |
| 09/03/03 | JC Crouse | Creditor Mgmt/ Communication | Build straw outline and draft presentation for Unsecured Creditors Committee meeting | 4:00 | 325.00 | 1,300.00 |
| 09/03/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with R. Feinstein (PSZYJW) re: meeting with UCC scheduled for 9/8. | 0:30 | 475.00 | 237.50 |
| 09/03/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from W. Vazoulas (GMI) re: Earl Miller's pre-petition debt | 0:12 | 475.00 | 95.00 |
| 09/03/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with Earl Miller (Photographer) re: pre-petition debt | 0:24 | 475.00 | 190.00 |
| 09/03/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with representatives of JH Cohn re: review cash flow and operating issues. | 2:48 | 475.00 | 1,330.00 |
| 09/03/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: weekly update | 0:30 | 475.00 | 237.50 |
| 09/04/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to data request from JH Cohn/UCC. | 0:15 | 390.00 | 97.50 |
| 09/04/03 | D. Dixon | Creditor Mgmt/ Communication | Provide additional direction to Jeff M. regarding vendor management for videos. | 0:30 | 390.00 | 195.00 |
| 09/04/03 | D. Dixon | Creditor Mgmt/ Communication | Provide direction to Jeff for vendor management relating to videos. | 0:15 | 390.00 | 97.50 |
| 09/04/03 | D. Dixon | Creditor Mgmt/ Communication | Provide additional information to JH Cohn for UCC. | 0:12 | 390.00 | 78.00 |
| 09/04/03 | JC Crouse | Creditor Mgmt/ Communication | Updates to UCC presentation | 0:30 | 325.00 | 162.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|----------|
| 09/04/03 | JC Crouse | Creditor Mgmt/ Communication | Work on UCC presentation schedules - variable margin by unit for publications | 1:24 | 325.00 | 455.00 |
| 09/04/03 | JC Crouse | Creditor Mgmt/ Communication | Work on UCC presentation schedules | 0:45 | 325.00 | 243.75 |
| 09/04/03 | JC Crouse | Creditor Mgmt/ Communication | Modifications to UCC presentation | 1:15 | 325.00 | 406.25 |
| 09/04/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 1:54 | 325.00 | 617.50 |
| 09/05/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails. | 0:30 | 390.00 | 195.00 |
| 09/05/03 | D. Dixon | Creditor Mgmt/ Communication | Provide support and direction regarding vendor management with Jennifer and Richard. | 0:30 | 390.00 | 195.00 |
| 09/05/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 0:15 | 325.00 | 81.25 |
| 09/05/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 0:30 | 325.00 | 162.50 |
| 09/05/03 | JC Crouse | Creditor Mgmt/ Communication | Review and planned modification of UCC presentation - SA, DD, JCC | 1:15 | 325.00 | 406.25 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to R. Feinstein (PSZYJW) re: Landlord response to DIP motion | 0:06 | 475.00 | 47.50 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from C. Crouse (CRP) re: UCC meeting. | 0:06 | 475.00 | 47.50 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: liquidating fees from UK | 0:12 | 475.00 | 95.00 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from C. Crouse (CRP) re: UCC presentation | 0:18 | 475.00 | 142.50 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from J. Gallo (GMI) re: Interstate Tele Marketing | 0:18 | 475.00 | 142.50 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from L. Sutter (GMI) re: UCC meeting. | 0:06 | 475.00 | 47.50 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from Simon Barnes re: servicing agreement. | 0:18 | 475.00 | 142.50 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with R. Feinstein (PSZYJW) re: case update and preparation for UCC meeting | 0:48 | 475.00 | 380.00 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review draft presentation to UCC | 0:24 | 475.00 | 190.00 |
| 09/05/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: Curtis agreement | 0:12 | 475.00 | 95.00 |
| 09/06/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 4:00 | 325.00 | 1,300.00 |
| 09/06/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 0:30 | 325.00 | 162.50 |
| 09/06/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 8:00 | 325.00 | 2,600.00 |
| 09/06/03 | S. Avila | Creditor Mgmt/ Communication | Preparation of presentation to unsecured creditors committee and its financial advisors | 5:00 | 475.00 | 2,375.00 |
| 09/07/03 | D. Dixon | Creditor Mgmt/ Communication | Prepare presentation package for unsecured creditors committee meeting. | 3:30 | 390.00 | 1,365.00 |
| 09/07/03 | JC Crouse | Creditor Mgmt/ Communication | Unsecured Creditors Committee (UCC) Meeting and Presentation | 4:00 | 325.00 | 1,300.00 |
| 09/07/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation development | 1:00 | 325.00 | 325.00 |
| 09/07/03 | JC Crouse | Creditor Mgmt/ Communication | UCC presentation | 3:00 | 325.00 | 975.00 |
| 09/07/03 | S. Avila | Creditor Mgmt/ Communication | Preparation of creditor committee presentation. | 6:30 | 475.00 | 3,087.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|----------|
| 09/08/03 | D. Dixon | Creditor Mgmt/ Communication | Complete final packages and preparation for the unsecured creditors' committee meeting. | 1:00 | 390.00 | 390.00 |
| 09/08/03 | D. Dixon | Creditor Mgmt/ Communication | Unsecured creditors' committee meeting regarding history of the company, information on the operations and revised budgets. | 4:00 | 390.00 | 1,560.00 |
| 09/08/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss data needs with JH Cohn group and unsecured creditors committee | 0:30 | 390.00 | 195.00 |
| 09/08/03 | D. Dixon | Creditor Mgmt/ Communication | Handle and discuss vendor management issues with Richard. | 0:30 | 390.00 | 195.00 |
| 09/08/03 | JC Crouse | Creditor Mgmt/ Communication | UCC meeting | 2:30 | 325.00 | 812.50 |
| 09/08/03 | S. Avila | Creditor Mgmt/ Communication | Prepare for and attend meeting with Unsecured Creditors' Committee and its financial advisors and counsel. | 6:12 | 475.00 | 2,945.00 |
| 09/08/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with J. Naccarato (Cerberus) re: revised cash flow projections. | 2:30 | 475.00 | 1,187.50 |
| 09/09/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to information request from JH Cohn. | 0:45 | 390.00 | 292.50 |
| 09/09/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with J. Lagrotte to discuss vendor management issues relating to videos. | 0:45 | 390.00 | 292.50 |
| 09/09/03 | S. Avila | Creditor Mgmt/ Communication | Telephone call with representative of JH Cohen re: DIP Budget and restructuring process | 0:24 | 475.00 | 190.00 |
| 09/10/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with R. Platz, JH Cohn, to discuss budget assumptions. | 2:00 | 390.00 | 780.00 |
| 09/10/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to data and information requests by JH Cohn. | 0:30 | 390.00 | 195.00 |
| 09/10/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with representatives of JHC re: cash projections; case strategy and DIP financing agreement. | 3:00 | 475.00 | 1,425.00 |
| 09/11/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meetings with New World, a vendor claiming requesting a reclamation on product provided. Research employee representations and gather additional information. | 1:00 | 390.00 | 390.00 |
| 09/11/03 | D. Dixon | Creditor Mgmt/ Communication | Phone conversation with Dennis Chow, counsel for Image Entertainment regarding potential options for resolving breach of contract issues and payment of related vendors. | 0:25 | 390.00 | 162.50 |
| 09/11/03 | D. Dixon | Creditor Mgmt/ Communication | Review and strategize with B. Vazoulas the handling of Image Entertainment issues. | 0:35 | 390.00 | 227.50 |
| 09/11/03 | D. Dixon | Creditor Mgmt/ Communication | Update and discuss video strategies and Image Entertainment with staff. | 0:20 | 390.00 | 130.00 |
| 09/11/03 | S. Avila | Creditor Mgmt/ Communication | Prepare critical payments required for week of 9/14 and 9/21. | 0:18 | 475.00 | 142.50 |
| 09/11/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversations with representatives of JHC re: DIP financing agreement. | 0:36 | 475.00 | 285.00 |
| 09/11/03 | S. Avila | Creditor Mgmt/ Communication | Prepare for and attend meeting with representatives and or counsel from Curtis, Cerberus, UCC, Bondholders re: Curtis services post-petition | 3:30 | 475.00 | 1,662.50 |
| 09/11/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with representatives of the DIP lenders and their respective counsel. | 0:42 | 475.00 | 332.50 |
| 09/11/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: review conversation with DIP lenders and alternative courses of action. | 0:36 | 475.00 | 285.00 |
| 09/12/03 | D. Dixon | Creditor Mgmt/ Communication | Finalize research and prepare response for New World Group regarding reclamation claim. | 0:45 | 390.00 | 292.50 |
| 09/12/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Hillman (SRZ) re: conference call | 0:06 | 475.00 | 47.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|--------|
| 09/12/03 | S. Avila | Creditor Mgmt/ Communication | Review and revise weekly report | 0:36 | 475.00 | 285.00 |
| 09/12/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein re: Status of DIP financing. | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with representatives of the DIP lenders and their respective counsel, R. Feinstein (PSZYJW) re: Cash requirements; case strategy | 0:48 | 475.00 | 380.00 |
| 09/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Katz and C. Zucker (JHC) re: Status of DIP financing | 0:30 | 475.00 | 237.50 |
| 09/15/03 | D. Dixon | Creditor Mgmt/ Communication | Review credit terms and payment procedures previously established for content providers with R. Galloway. | 0:30 | 390.00 | 195.00 |
| 09/15/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to information and data requests by JH Cohn. | 0:50 | 390.00 | 325.00 |
| 09/15/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting with R. Platz to clarify forecast information. | 0:10 | 390.00 | 65.00 |
| 09/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation J. Naccarato (GMI) re: cash requirements and DIP financing | 0:36 | 475.00 | 285.00 |
| 09/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation J. Naccarato (GMI) re: status of restructuring alternatives | 0:24 | 475.00 | 190.00 |
| 09/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of DIP financing. | 0:18 | 475.00 | 142.50 |
| 09/15/03 | S. Avila | Creditor Mgmt/ Communication | Business plan review with C. Crouse | 2:00 | 475.00 | 950.00 |
| 09/16/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to data and informational requests from JH Cohn. | 0:30 | 390.00 | 195.00 |
| 09/16/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to vendor management calls and emails. | 0:30 | 390.00 | 195.00 |
| 09/16/03 | D. Dixon | Creditor Mgmt/ Communication | Determine critical vendor requirements for content providers, prepare for payment estimate meeting with R. Galloway and J. Winder. | 0:30 | 390.00 | 195.00 |
| 09/16/03 | D. Dixon | Creditor Mgmt/ Communication | Revise the weekly cash report to include operational updates as requested by J. Naccarato. | 1:30 | 390.00 | 585.00 |
| 09/16/03 | JC Crouse | Creditor Mgmt/ Communication | Collect information for Citicorp equipment leases motion to accept or reject | 0:15 | 325.00 | 81.25 |
| 09/16/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: DIP financing. | 0:24 | 475.00 | 190.00 |
| 09/16/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: cash requirements and restructuring alternatives. | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Runko (Quebecor) re: payment for printing services. | 0:24 | 475.00 | 190.00 |
| 09/16/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: meeting with DIP Lenders, Committee and Curtis re: Curtis advance | 0:24 | 475.00 | 190.00 |
| 09/17/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss and strategize options regarding Curtis proposal with J. Gallo and L. Sutter. | 0:40 | 390.00 | 260.00 |
| 09/17/03 | D. Dixon | Creditor Mgmt/ Communication | Manage vendor issues | 0:15 | 390.00 | 97.50 |
| 09/17/03 | D. Dixon | Creditor Mgmt/ Communication | Vendor calls regarding post-petition payments, United Color and Techna Graphics | 0:15 | 390.00 | 97.50 |
| 09/17/03 | D. Dixon | Creditor Mgmt/ Communication | Phone conference with Clifford paper regarding payment needs and general operations update. | 0:30 | 390.00 | 195.00 |
| 09/17/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting with MRI COO to discuss support going forward (vendor) | 0:45 | 325.00 | 243.75 |
| 09/17/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with representatives of Clifford Paper re: ordering of paper for November issue. | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|--------|
| 09/17/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: liquidity issues. | 0:24 | 475.00 | 190.00 |
| 09/17/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: review of Curtis letter and associated strategy. | 0:18 | 475.00 | 142.50 |
| 09/18/03 | D. Dixon | Creditor Mgmt/ Communication | Review Curtis analysis with B. Vazoulas and determine additional analysis. | 0:20 | 390.00 | 130.00 |
| 09/18/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss and strategize solutions with R. Galloway to get checks cut in the absence of a computerized accounting system. | 0:20 | 390.00 | 130.00 |
| 09/18/03 | D. Dixon | Creditor Mgmt/ Communication | Discussion with R. Platz with JH Cohn regarding budget revisions and the 9/17 Curtis memo. | 0:15 | 390.00 | 97.50 |
| 09/18/03 | D. Dixon | Creditor Mgmt/ Communication | Strategy meeting with H. Halpner regarding paper vendors and payment options. | 0:20 | 390.00 | 130.00 |
| 09/18/03 | D. Dixon | Creditor Mgmt/ Communication | Discussion and strategy development for managing content vendors. | 0:20 | 390.00 | 130.00 |
| 09/18/03 | D. Dixon | Creditor Mgmt/ Communication | Provide R. Platz with RDA/MMA data used in the forecast build. | 0:15 | 390.00 | 97.50 |
| 09/18/03 | JC Crouse | Creditor Mgmt/ Communication | Prepare for Curtis meeting | 0:30 | 325.00 | 162.50 |
| 09/18/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of sale process and liquidity issues. | 0:24 | 475.00 | 190.00 |
| 09/19/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Katz and C. Zucker (JHC) re: Curtis post-petition operating issues and September advance. | 0:24 | 475.00 | 190.00 |
| 09/19/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Coglán (FTI) re: Information request and status of GMI | 0:18 | 475.00 | 142.50 |
| 09/19/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from H. Halpner (GMI) re: Quebecor delivery issues. | 0:12 | 475.00 | 95.00 |
| 09/19/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from C. Zucker (JHC) re: due diligence process. | 0:06 | 475.00 | 47.50 |
| 09/19/03 | S. Avila | Creditor Mgmt/ Communication | Review information request from C. Coghlan (FTI) | 0:12 | 475.00 | 95.00 |
| 09/19/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Zucker (JHC) re: Curtis issues. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | D. Dixon | Creditor Mgmt/ Communication | Discussion with J. Gallo regarding data request for Curtis analysis. | 0:15 | 390.00 | 97.50 |
| 09/22/03 | D. Dixon | Creditor Mgmt/ Communication | Strategy meeting regarding a Curtis analysis. | 0:30 | 390.00 | 195.00 |
| 09/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Quebecor assignment. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Quebecor stipulation | 0:18 | 475.00 | 142.50 |
| 09/23/03 | D. Dixon | Creditor Mgmt/ Communication | Analysis strategy meeting on Curtis issues with J. Gallo and B. Vazoulas. | 2:30 | 390.00 | 975.00 |
| 09/23/03 | JC Crouse | Creditor Mgmt/ Communication | Collect analysis and information for Curtis meeting | 1:00 | 325.00 | 325.00 |
| 09/23/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting on preparation for Curtis meeting | 0:45 | 325.00 | 243.75 |
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Review and revise expected sell through data and comparison to expected Curtis Advance. | 1:42 | 475.00 | 807.50 |
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Coglán (FTI) re: information request and status report. | 0:36 | 475.00 | 285.00 |
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with representatives of Transcon re: post-petition operations and payment. | 0:12 | 475.00 | 95.00 |
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: various issues relating to the creditors committee. | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|--------|
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: update on meeting with Curtis. | 0:12 | 475.00 | 95.00 |
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: update on meeting with Curtis. | 0:12 | 475.00 | 95.00 |
| 09/23/03 | S. Avila | Creditor Mgmt/ Communication | Review communication from K. Cogan (FTI) re: information request. | 0:12 | 475.00 | 95.00 |
| 09/24/03 | D. Dixon | Creditor Mgmt/ Communication | Finalize and distribute weekly report for w/e 9/21. | 1:30 | 390.00 | 585.00 |
| 09/24/03 | JC Crouse | Creditor Mgmt/ Communication | Curtis meeting schedule development | 2:00 | 325.00 | 650.00 |
| 09/24/03 | JC Crouse | Creditor Mgmt/ Communication | Prepare for meeting with Chairman on Critical Vendors | 0:30 | 325.00 | 162.50 |
| 09/24/03 | S. Avila | Creditor Mgmt/ Communication | Review and revise weekly reporting package | 1:12 | 475.00 | 570.00 |
| 09/24/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: Curtis advance issues. | 0:36 | 475.00 | 285.00 |
| 09/24/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with J. Naccarato (Cerberus) re: liquidity and Curtis issues. | 0:18 | 475.00 | 142.50 |
| 09/24/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with C. Zucker (JHC) re: Quebecor/Curtis assignment. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | JC Crouse | Creditor Mgmt/ Communication | Update critical vendor list with new information | 1:15 | 325.00 | 406.25 |
| 09/25/03 | JC Crouse | Creditor Mgmt/ Communication | Update critical vendor lists | 1:00 | 325.00 | 325.00 |
| 09/25/03 | JC Crouse | Creditor Mgmt/ Communication | Update critical vendor lists | 0:30 | 325.00 | 162.50 |
| 09/25/03 | JC Crouse | Creditor Mgmt/ Communication | Update critical vendor lists | 0:30 | 325.00 | 162.50 |
| 09/25/03 | JC Crouse | Creditor Mgmt/ Communication | Respond on equipment lease motion | 0:30 | 325.00 | 162.50 |
| 09/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Richman (Sonnenfeld) re: preparation for meeting with creditor constituencies on 9/29. | 0:18 | 475.00 | 142.50 |
| 09/25/03 | S. Avila | Creditor Mgmt/ Communication | Discussion with C. Zucker (JHC) re: status of communications with Curtis - advance and preparation for meeting on Monday 9/29. | 0:36 | 475.00 | 285.00 |
| 09/25/03 | S. Avila | Creditor Mgmt/ Communication | Discussion with C. Zucker (JHC) re: status of communications with Curtis - advance and preparation for meeting on Monday 9/29. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: strategy discussions with respect to meeting on Monday 9/29 with creditor constituencies. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Richman (Sonnenfeld) re: preparation for meeting on Monday 9/29. | 0:18 | 475.00 | 142.50 |
| 09/26/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting with head of Art dept on content providers | 0:18 | 325.00 | 97.50 |
| 09/26/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: status of communication with Curtis regarding post-petition advance and preparation for meeting on Monday 9/29. | 0:30 | 475.00 | 237.50 |
| 09/29/03 | JC Crouse | Creditor Mgmt/ Communication | Prepare for constituents meeting | 2:00 | 325.00 | 650.00 |
| 09/29/03 | JC Crouse | Creditor Mgmt/ Communication | Attend and Support constituents meeting | 2:00 | 325.00 | 650.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|----------|
| 09/29/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with representatives of the Unsecured Creditors Committee, Committee Counsel, the Committee's FA, the DIP lenders and their counsel and representatives of Curtis Circulation with their counsel re: Final DIP financing agreement. | 6:30 | 475.00 | 3,087.50 |
| 09/30/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to vendor management issues. | 0:20 | 390.00 | 130.00 |
| 09/30/03 | JC Crouse | Creditor Mgmt/ Communication | Meeting with Halpner re assignments for paper suppliers | 0:30 | 325.00 | 162.50 |
| 09/30/03 | JC Crouse | Creditor Mgmt/ Communication | Redraft assignment stipulation language | 2:00 | 325.00 | 650.00 |
| 09/30/03 | S. Avila | Creditor Mgmt/ Communication | Review UCC counsel's comments on DIP financing agreement. | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Castardi (Curtis) re: post-petition advances. | 0:12 | 475.00 | 95.00 |
| 09/30/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with D. Porti (Curtis) re: post-petition advances. | 0:30 | 475.00 | 237.50 |
| 09/30/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with representatives of Clifford Paper re: paper requirements and payment for October and November issues. | 0:30 | 475.00 | 237.50 |
| 09/30/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: cash flow budget | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Castardi (Curtis) re: Curtis advance. | 0:30 | 475.00 | 237.50 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss and provide additional data to K. DeLuise for preference payment issues. | 0:15 | 390.00 | 97.50 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with K. DeLuise with JH Cohn regarding data information needs. Set up space and information to begin search. | 1:00 | 390.00 | 390.00 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Model Curtis AR and AP and analyze results. | 0:40 | 390.00 | 260.00 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Research and communicate Quebecor payment issues relative to Curtis and its advances. | 0:30 | 390.00 | 195.00 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to JH Cohn questions on 4 week rolling model and DIP loan questions. | 0:10 | 390.00 | 65.00 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss vendor management and reporting issues with R. Galloway. | 0:20 | 390.00 | 130.00 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Discussions with D. Crocetti with Curtis regarding the advances. Fax additional information and revised cash flows. | 0:30 | 390.00 | 195.00 |
| 10/01/03 | D. Dixon | Creditor Mgmt/ Communication | Handle vendor management issues. | 0:15 | 390.00 | 97.50 |
| 10/01/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with constituents | 1:45 | 325.00 | 568.75 |
| 10/01/03 | JC Crouse | Creditor Mgmt/ Communication | Work on completion of assignments from Curtis | 0:45 | 325.00 | 243.75 |
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Castardi (GMI) re: Curtis advance rates and post-petition services | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: status of discussions with Curtis re: post-petition advance and associated expenses. | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with N. Goldman (GMI) re: DIP financing agreement. | 0:30 | 475.00 | 237.50 |
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of discussions with Curtis re: post-petition advance and associated expenses. | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|----------|
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: DIP financing Mr. Guccione expenses. | 0:12 | 475.00 | 95.00 |
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Runko (Quebecor) re: status of DIP financing agreement and November assignment. | 0:30 | 475.00 | 237.50 |
| 10/01/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with representatives of Curtis re: post-petition advances, payment of pre and post petition RDA, third party and brokerage expenses. | 0:36 | 475.00 | 285.00 |
| 10/02/03 | D. Dixon | Creditor Mgmt/ Communication | Analyze Curtis estimated AR and risk exposure | 1:15 | 390.00 | 487.50 |
| 10/02/03 | D. Dixon | Creditor Mgmt/ Communication | Determine alternatives for extracting preference payments with R. Galloway and A. Maniscalco. | 0:10 | 390.00 | 65.00 |
| 10/02/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with K DeLuise regarding preference payment research, strategize finished product. | 0:20 | 390.00 | 130.00 |
| 10/02/03 | D. Dixon | Creditor Mgmt/ Communication | Prepare summary of pre-petition payments on Curtis withholdings. | 0:10 | 390.00 | 65.00 |
| 10/02/03 | D. Dixon | Creditor Mgmt/ Communication | Handle vendor management issues | 0:20 | 390.00 | 130.00 |
| 10/02/03 | JC Crouse | Creditor Mgmt/ Communication | Work on securing Curtis assignment | 3:00 | 325.00 | 975.00 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Review and revise Curtis Stipulation. | 0:36 | 475.00 | 285.00 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Telephone call with R. Feinstein (GMI) re: status of Curtis discussions. | 0:06 | 475.00 | 47.50 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference with D. Crocetti (Curtis) and Curtis counsel re: negotiation of post-petition advance. | 0:36 | 475.00 | 285.00 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with representatives of Curtis re: outstanding issues that need to be addressed prior to hearing on 10/2. | 0:12 | 475.00 | 95.00 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: status of DIP agreement and Curtis Stipulation. | 0:18 | 475.00 | 142.50 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Various telephone conversations with B. Castardi (Curtis) re: negotiation of post-petition advance, and various pertaining to the Curtis Stipulation. | 0:24 | 475.00 | 190.00 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Various telephone conversations with C. Zucker (JHC) re: status of negotiations with Curtis and preparation for DIP financing hearing. | 0:24 | 475.00 | 190.00 |
| 10/02/03 | S. Avila | Creditor Mgmt/ Communication | Various telephone conversations with R. Feinstein (PSZYJW) re: status of negotiations with Curtis and preparation for DIP financing hearing. | 0:30 | 475.00 | 237.50 |
| 10/03/03 | JC Crouse | Creditor Mgmt/ Communication | Secure agreement from Quebecor and Clifford to Curtis drafted assignment | 3:00 | 325.00 | 975.00 |
| 10/03/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Runko (Quebecor) re: Curtis assignment. | 0:12 | 475.00 | 95.00 |
| 10/03/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: Curtis Assignment | 0:12 | 475.00 | 95.00 |
| 10/07/03 | D. Dixon | Creditor Mgmt/ Communication | Contact JH Cohn regarding work completed on preference payments and scheduling their work on Curtis bills. | 0:12 | 390.00 | 78.00 |
| 10/07/03 | D. Dixon | Creditor Mgmt/ Communication | Gather and model data relating to preference payments 90 days prior to filing. | 5:00 | 390.00 | 1,950.00 |
| 10/07/03 | D. Dixon | Creditor Mgmt/ Communication | Gather data necessary to complete preference payments analysis. | 0:12 | 390.00 | 78.00 |
| 10/07/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails - vendor management and bankruptcy schedules. | 0:30 | 390.00 | 195.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|---|------|--------|----------|
| 10/08/03 | D. Dixon | Creditor Mgmt/ Communication | Collect and submit responses to R. Platz (JH Cohn) questions regarding payments made 90 days prior to filing. | 0:32 | 390.00 | 208.00 |
| 10/08/03 | D. Dixon | Creditor Mgmt/ Communication | Coordinate R. Platz (JH Cohn) task of reviewing Curtis payments for prior year. | 0:30 | 390.00 | 195.00 |
| 10/08/03 | D. Dixon | Creditor Mgmt/ Communication | Review steps needed to complete unsecured creditor data and affecting financials | 0:30 | 390.00 | 195.00 |
| 10/08/03 | D. Dixon | Creditor Mgmt/ Communication | Update model for insider payments made within a year of filing, forward on to Garden City Group. | 0:48 | 390.00 | 312.00 |
| 10/08/03 | D. Dixon | Creditor Mgmt/ Communication | Update models for payments made within 90 days of filing and send to Garden City. | 1:00 | 390.00 | 390.00 |
| 10/08/03 | D. Dixon | Creditor Mgmt/ Communication | Update unsecured non-priority creditor models for missing information. | 5:00 | 390.00 | 1,950.00 |
| 10/08/03 | JC Crouse | Creditor Mgmt/ Communication | Draft Stipulation for Assignments from Curtis | 0:30 | 325.00 | 162.50 |
| 10/08/03 | JC Crouse | Creditor Mgmt/ Communication | Review equipment lease options and email to Pachulski | 0:15 | 325.00 | 81.25 |
| 10/08/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Rob Feinstein on equipment leases and Curtis assignment progress | 0:12 | 325.00 | 65.00 |
| 10/08/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with R. Feinstein (PSZYJW) re: agreements with Citicorp and landlord. | 0:18 | 475.00 | 142.50 |
| 10/08/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Curtis Stipulation | 0:12 | 475.00 | 95.00 |
| 10/08/03 | S. Avila | Creditor Mgmt/ Communication | Prepare information requested by J. Naccarato (Cerberus) | 0:18 | 475.00 | 142.50 |
| 10/09/03 | D. Dixon | Creditor Mgmt/ Communication | Recheck payments 90 days prior to filing, 1 year insider payments and other source material. | 0:24 | 390.00 | 156.00 |
| 10/09/03 | D. Dixon | Creditor Mgmt/ Communication | Review data requests from JH Cohn with B. Vazoulas and current workload. | 0:20 | 390.00 | 130.00 |
| 10/09/03 | D. Dixon | Creditor Mgmt/ Communication | Direct completion of general ledger account classifications for pre-petition payments with J. Winder (GMI) | 0:24 | 390.00 | 156.00 |
| 10/09/03 | D. Dixon | Creditor Mgmt/ Communication | Discussions with R. Feinstein and R. Galloway to determine payment requirements for landlord. | 0:24 | 390.00 | 156.00 |
| 10/09/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with R. Platz (JH Cohn) regarding Curtis data requests and other information. | 0:30 | 390.00 | 195.00 |
| 10/09/03 | D. Dixon | Creditor Mgmt/ Communication | Vendor management discussions and follow up, handle vendors requesting payment on pre-petition debts. | 0:42 | 390.00 | 273.00 |
| 10/09/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Brian O Sullivan - Quebecor re Assignment and Stipulation | 0:12 | 325.00 | 65.00 |
| 10/09/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Judy Richman re Assignment and Stipulation | 0:06 | 325.00 | 32.50 |
| 10/09/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Paul Runko - Quebecor re Assignment and Stipulation | 0:12 | 325.00 | 65.00 |
| 10/10/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Scott Avila re stipulation and assignments | 0:24 | 325.00 | 130.00 |
| 10/10/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Brian O Sullivan re stipulation and assignments | 0:24 | 325.00 | 130.00 |
| 10/10/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Hal Halpner re assignments and Stipulation | 0:22 | 325.00 | 119.17 |
| 10/10/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Judy Richman re stipulation and assignments | 0:12 | 325.00 | 65.00 |
| 10/10/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Paul Runko (Quebecor) re stipulation and assignments | 0:24 | 325.00 | 130.00 |
| 10/10/03 | JC Crouse | Creditor Mgmt/ Communication | Telecon with Rob Feinstein re stipulation and assignments | 0:12 | 325.00 | 65.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|---------------------------------|--|------|--------|--------|
| 10/10/03 | S. Avila | Creditor Mgmt/ Communication | Telecon with C. Crouse re stipulation and assignments | 0:24 | 475.00 | 190.00 |
| 10/13/03 | D. Dixon | Creditor Mgmt/ Communication | Telephone conversation with S. Avila (CRP) re: Earl Miller payment request | 0:12 | 390.00 | 78.00 |
| 10/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with D. Dixon (CRP) re: Earl Miller payment request | 0:12 | 475.00 | 95.00 |
| 10/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: status of sale process; status operations. | 0:24 | 475.00 | 190.00 |
| 10/13/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: review status of discussions with various potential investors. | 0:24 | 475.00 | 190.00 |
| 10/14/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with R. Platz of JH Cohn regarding additional data needs. | 0:12 | 390.00 | 78.00 |
| 10/14/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of sale process; weekly cash position | 0:24 | 475.00 | 190.00 |
| 10/15/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from E. Miller re: past due payments. | 0:06 | 475.00 | 47.50 |
| 10/15/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from D. Dixon (CRP) re: GMI weekly cash/operating report. | 0:24 | 475.00 | 190.00 |
| 10/16/03 | D. Dixon | Creditor Mgmt/ Communication | Phone conversation with D. Crocetti regarding Curtis advances. | 0:12 | 390.00 | 78.00 |
| 10/16/03 | D. Dixon | Creditor Mgmt/ Communication | Provide copies of MORs to JH Cohn group. | 0:24 | 390.00 | 156.00 |
| 10/16/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to questions from R. Platz (JH Cohn) regarding weekly reports and MORs. | 0:12 | 390.00 | 78.00 |
| 10/20/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to questions from R. Platz (Cohn) regarding monthly operating reports. | 1:24 | 390.00 | 546.00 |
| 10/20/03 | D. Dixon | Creditor Mgmt/ Communication | Review questions from R. Platz (Cohn) regarding MOR reports, research info. | 0:24 | 390.00 | 156.00 |
| 10/21/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss vendor issues and payments with R. Galloway | 0:18 | 390.00 | 117.00 |
| 10/22/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to emails | 0:12 | 390.00 | 78.00 |
| 10/22/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with F. Feinstein (PSZYJW), J. Naccarato (Cerberus) and D. Hillman (SRZ) re: status of restructuring and potential plan of reorganization. | 1:18 | 475.00 | 617.50 |
| 10/22/03 | S. Avila | Creditor Mgmt/ Communication | Review weekly cash/operating report | 0:24 | 475.00 | 190.00 |
| 10/22/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: operating issues and restructuring options. | 0:18 | 475.00 | 142.50 |
| 10/23/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to questions from R. Platz (Cohn) regarding weekly report. | 0:12 | 390.00 | 78.00 |
| 10/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with Joe Naccarato (Cerberus) re: restructuring strategy. | 0:18 | 475.00 | 142.50 |
| 10/27/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting and email exchange with R. Platz regarding schedules and weekly report. | 0:18 | 390.00 | 117.00 |
| 10/27/03 | S. Avila | Creditor Mgmt/ Communication | Review correspondence from R. Feinstein (PSZYJW) re: Professional fees incurred by JHC. | 0:06 | 475.00 | 47.50 |
| 10/27/03 | S. Avila | Creditor Mgmt/ Communication | Review JHC invoice for services for August and September. | 0:24 | 475.00 | 190.00 |
| 10/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: UK Licensee interest in GMI | 0:24 | 475.00 | 190.00 |
| 10/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of talks with potential investor, review operating issues; | 0:24 | 475.00 | 190.00 |
| 10/27/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: reorganization process - dual track sale and POR | 0:36 | 475.00 | 285.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|---------------------------------|---|------|--------|----------|
| 10/28/03 | D. Dixon | Creditor Mgmt/ Communication | Complete disbursements analysis for US Trustee fee calculations, complete forms and discuss payment procedures with J. Winder. | 1:48 | 390.00 | 702.00 |
| 10/28/03 | D. Dixon | Creditor Mgmt/ Communication | Review professional fee invoices and summarize for accounting accruals and AP payments. | 0:54 | 390.00 | 351.00 |
| 10/28/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss Curtis payment history results with R. Platz and B. Vazoulas. | 0:18 | 390.00 | 117.00 |
| 10/28/03 | D. Dixon | Creditor Mgmt/ Communication | Email C. Zucker & K. DeLuise (Cohn) regarding Curtis investigation and B. Guccione's allowed pay. | 0:18 | 390.00 | 117.00 |
| 10/28/03 | D. Dixon | Creditor Mgmt/ Communication | Meet with R. Platz (Cohn) regarding data search and various reports. | 0:30 | 390.00 | 195.00 |
| 10/28/03 | D. Dixon | Creditor Mgmt/ Communication | Research and discuss JH Cohn research request for Curtis payments with B. Vazoulas. | 0:30 | 390.00 | 195.00 |
| 10/28/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of sale process and professional fees. | 0:36 | 475.00 | 285.00 |
| 10/29/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to questions from JH Cohn regarding Curtis payments. | 0:24 | 390.00 | 156.00 |
| 10/29/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to questions from R. Platz, (JH Cohn) | 0:12 | 390.00 | 78.00 |
| 10/29/03 | D. Dixon | Creditor Mgmt/ Communication | Strategize solution for vendor holding documents necessary for future revenues. Meeting with F. Devino, J. Lagrotte and R. Galloway. | 0:12 | 390.00 | 78.00 |
| 10/29/03 | S. Avila | Creditor Mgmt/ Communication | Conference call with GMI vendors re: status of operations and restructuring efforts. | 0:30 | 475.00 | 237.50 |
| 10/29/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with members of GMI's internet staff re: misc. operation issues. | 0:48 | 475.00 | 380.00 |
| 10/29/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to S. McNicholas (GMI) re: response to Neil Goldman information request. | 0:06 | 475.00 | 47.50 |
| 10/29/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with N. Goldman (McKay) re: status of restructuring efforts. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to R. Platz (JH Cohn) regarding questions on the weekly report. | 0:12 | 390.00 | 78.00 |
| 11/03/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting, request research and response to C. Zucker & K DeLuise (JH Cohn) regarding vendor payments. | 0:24 | 390.00 | 156.00 |
| 11/03/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with L. Sutter (GMI) re: information request from the counsel for the UCC. | 0:24 | 475.00 | 190.00 |
| 11/03/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to C. Crouse (GMI) re: Cerberus restructuring projections. | 0:06 | 475.00 | 47.50 |
| 11/03/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to L. Sutter (GMI) re: UCC information request | 0:06 | 475.00 | 47.50 |
| 11/03/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to R. Feinstein (PSZYJW) re: UCC information request. | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Creditor Mgmt/ Communication | Meeting with J. Naccarato (Cerberus) re: review post-confirmation financial projections and business plan | 2:30 | 475.00 | 1,187.50 |
| 11/04/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to R. Platz and C. Zucker (JH Cohn) regarding various inquiries relating to inter-company transactions and balance sheet items. | 0:24 | 390.00 | 156.00 |
| 11/04/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. O'Sullivan (Clifford) re: revisions to the Curtis assignment. | 0:18 | 475.00 | 142.50 |
| 11/04/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: update on sale process and status of operations. | 0:18 | 475.00 | 142.50 |
| 11/04/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: update on sale process, modification of Curtis assignment and status of operations. | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|---------------------------------|---|------|--------|--------|
| 11/04/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: update on sale process and restructuring activities; | 0:30 | 475.00 | 237.50 |
| 11/05/03 | D. Dixon | Creditor Mgmt/ Communication | Research Curtis stipulation per the court order, review invoices submitted to GMI and issue email alerting S. Avila of the potential issue. | 0:30 | 390.00 | 195.00 |
| 11/05/03 | D. Dixon | Creditor Mgmt/ Communication | Resolve AP issue for Aug assignments for Clifford and Quebecor with B. Vazoulas and R. Galloway. | 0:18 | 390.00 | 117.00 |
| 11/05/03 | D. Dixon | Creditor Mgmt/ Communication | Supervise and discuss critical vendor issues with R. Galloway. | 0:06 | 390.00 | 39.00 |
| 11/05/03 | D. Dixon | Creditor Mgmt/ Communication | Review and coordinate data requests from JH Cohn regarding life insurance policies and 2nd indenture docs. Discuss various issues on each with B. Vazoulas. | 0:36 | 390.00 | 234.00 |
| 11/05/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to the email from R. Platz (JH Cohn) regarding information requests. | 0:12 | 390.00 | 78.00 |
| 11/06/03 | D. Dixon | Creditor Mgmt/ Communication | Review and discuss JH Cohn additional data requests with B. Vazoulas. | 0:30 | 390.00 | 195.00 |
| 11/06/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to questions from JH Cohn group. Pull balance sheets and send to JH Cohn for July & August 1998 through 2003. | 0:54 | 390.00 | 351.00 |
| 11/06/03 | S. Avila | Creditor Mgmt/ Communication | Review information request and subsequent correspondence from the UCC counsel. | 0:18 | 475.00 | 142.50 |
| 11/07/03 | S. Avila | Creditor Mgmt/ Communication | Telephone call to C. Zucker (JHC) re: misc. case issues. | 0:06 | 475.00 | 47.50 |
| 11/10/03 | D. Dixon | Creditor Mgmt/ Communication | Exchange emails with N. Hong (Pachulski) discussing status of cash control agreement. | 0:12 | 390.00 | 78.00 |
| 11/10/03 | D. Dixon | Creditor Mgmt/ Communication | Manage and coordinate vendor payment issues with J. Winder (GMI). | 0:24 | 390.00 | 156.00 |
| 11/10/03 | D. Dixon | Creditor Mgmt/ Communication | Research transaction history on an inter-company transfer from B. Guccione to GMI, per JH Cohn request. Discuss findings with A. Maniscalco. | 0:36 | 390.00 | 234.00 |
| 11/10/03 | D. Dixon | Creditor Mgmt/ Communication | Respond to J. Naccarato questions on cash control agreement. | 0:06 | 390.00 | 39.00 |
| 11/10/03 | D. Dixon | Creditor Mgmt/ Communication | Review, research and respond to JH Cohn requests for information. | 0:30 | 390.00 | 195.00 |
| 11/11/03 | D. Dixon | Creditor Mgmt/ Communication | Discussion with B. Vazoulas regarding follow up request from R. Platz (JH Cohn) | 0:12 | 390.00 | 78.00 |
| 11/11/03 | D. Dixon | Creditor Mgmt/ Communication | Follow up on a fax for R. Platz (JH Cohn) that includes balances sheets for 1998-2003. | 0:12 | 390.00 | 78.00 |
| 11/11/03 | D. Dixon | Creditor Mgmt/ Communication | Meet and discuss JH Cohn request issues with B. Vazoulas. | 0:18 | 390.00 | 117.00 |
| 11/11/03 | D. Dixon | Creditor Mgmt/ Communication | Phone conference with R. Platz (JH Cohn) and B. Vazoulas (GMI) regarding \$1.5MM inter company transaction from Jun03. | 0:24 | 390.00 | 156.00 |
| 11/11/03 | D. Dixon | Creditor Mgmt/ Communication | Review and research questions from R. Platz (JH Cohn).. | 0:18 | 390.00 | 117.00 |
| 11/11/03 | S. Avila | Creditor Mgmt/ Communication | Review and respond to correspondence from P. Kizel (UCC Counsel) re: payment of fees | 0:12 | 475.00 | 95.00 |
| 11/11/03 | S. Avila | Creditor Mgmt/ Communication | Review and revise weekly DIP financing report | 1:06 | 475.00 | 522.50 |
| 11/12/03 | D. Dixon | Creditor Mgmt/ Communication | Research and respond to R. Platz (JH Cohn) requests regarding balance sheet data. | 0:30 | 390.00 | 195.00 |
| 11/12/03 | S. Avila | Creditor Mgmt/ Communication | Draft correspondence to J. Naccarato (Cerberus) re: sale process and DIP 12/1 covenant. | 0:18 | 475.00 | 142.50 |
| 11/12/03 | S. Avila | Creditor Mgmt/ Communication | Telephone call to J. Naccarato (Cerberus) | 0:06 | 475.00 | 47.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|--------|
| 11/13/03 | D. Dixon | Creditor Mgmt/ Communication | Resolve payment issues relating to the Pet of Year party. | 0:24 | 390.00 | 156.00 |
| 11/17/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting with R. Platz (JH Cohn) and research regarding weekly report. | 0:24 | 390.00 | 156.00 |
| 11/17/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) and P. Kizel (LS) re: status of sale process and position of various offers. | 0:24 | 475.00 | 190.00 |
| 11/18/03 | D. Dixon | Creditor Mgmt/ Communication | Review bankruptcy schedules and begin preparing models for claims analysis. | 0:54 | 390.00 | 351.00 |
| 11/18/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting with R. Platz (JH Cohn) and B. Vazoulas (GMI) regarding inter-company transactions. | 0:12 | 390.00 | 78.00 |
| 11/18/03 | D. Dixon | Creditor Mgmt/ Communication | Begin investigation regarding Curtis advance for 11/18, wires GMI received and wires suppliers didn't receive. | 0:36 | 390.00 | 234.00 |
| 11/18/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting with C. Zucker and R. Platz (JH Cohn) regarding questions on results. | 0:12 | 390.00 | 78.00 |
| 11/18/03 | D. Dixon | Creditor Mgmt/ Communication | Review unsecured creditor pools and compare to current detail. | 2:24 | 390.00 | 936.00 |
| 11/18/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conference J. Naccarato (Cerberus) re: Curtis situation and potential causes of action. | 0:18 | 475.00 | 142.50 |
| 11/18/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: short-term liquidity issues. | 0:24 | 475.00 | 190.00 |
| 11/19/03 | D. Dixon | Creditor Mgmt/ Communication | Complete data request from Garden City regarding address and schedule information. | 2:18 | 390.00 | 897.00 |
| 11/19/03 | D. Dixon | Creditor Mgmt/ Communication | Review the bankruptcy schedules by entity for claims analysis preparation. | 0:18 | 390.00 | 117.00 |
| 11/19/03 | D. Dixon | Creditor Mgmt/ Communication | Update claims analysis model for additional flexibility features. | 0:48 | 390.00 | 312.00 |
| 11/19/03 | D. Dixon | Creditor Mgmt/ Communication | Review and respond to R. Platz (JH Cohn) questions. | 0:12 | 390.00 | 78.00 |
| 11/19/03 | D. Dixon | Creditor Mgmt/ Communication | Revise S. Herman's executory model to allow manipulation of data. | 2:12 | 390.00 | 858.00 |
| 11/19/03 | D. Dixon | Creditor Mgmt/ Communication | Coordinate AP data corrections with J. Winder & R. Galloway. | 0:24 | 390.00 | 156.00 |
| 11/19/03 | S. Avila | Creditor Mgmt/ Communication | Review and revise weekly DIP lender report. | 0:24 | 475.00 | 190.00 |
| 11/19/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Castardi (Curtis) re: modification to Curtis Stipulation | 0:18 | 475.00 | 142.50 |
| 11/19/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Castardi (Curtis) re: modification to Curtis Stipulation | 0:36 | 475.00 | 285.00 |
| 11/19/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: funding to support for paper and printing. | 0:30 | 475.00 | 237.50 |
| 11/20/03 | D. Dixon | Creditor Mgmt/ Communication | Analyze claims and create manipulation model for calculating a convenience class grouping. | 0:48 | 390.00 | 312.00 |
| 11/20/03 | D. Dixon | Creditor Mgmt/ Communication | Follow up with J. Lagrotte (GMI) regarding warehouse in London. | 0:12 | 390.00 | 78.00 |
| 11/20/03 | D. Dixon | Creditor Mgmt/ Communication | Track down addresses for priority claims and forward to the Garden City Group. | 0:24 | 390.00 | 156.00 |
| 11/20/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting with R. Platz (JH Cohn), follow up with distribution of expense sharing agreement. | 0:18 | 390.00 | 117.00 |
| 11/20/03 | JC Crouse | Creditor Mgmt/ Communication | Review claims classes with Dan Dixon to coordinate liquidation and plan classes | 1:24 | 325.00 | 455.00 |
| 11/20/03 | JC Crouse | Creditor Mgmt/ Communication | Respond to Pachulski questions on Lease rejection - discuss delivery of new equipment with provider | 0:30 | 325.00 | 162.50 |
| 11/20/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: advance to fund payment to Quebecor | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|---------------------------------|--|------|--------|--------|
| 11/20/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: Plan of Reorganization, Quebecor funding and status of operations. | 0:36 | 475.00 | 285.00 |
| 11/21/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: Curtis refusal to extend deadline; pending action against Curtis. | 0:30 | 475.00 | 237.50 |
| 11/21/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: Curtis refusal to extend deadline for committee to object to Curtis claim. | 0:18 | 475.00 | 142.50 |
| 11/21/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: funding requirement to cover printing costs for December issue. | 0:24 | 475.00 | 190.00 |
| 11/23/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: sale of McKay bonds | 0:18 | 475.00 | 142.50 |
| 11/24/03 | JC Crouse | Creditor Mgmt/ Communication | Executory Leases - clarification on rejection and assumptions | 1:00 | 325.00 | 325.00 |
| 11/24/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) and P. Kizel (LS) re: sale of McKay Bonds | 0:24 | 475.00 | 190.00 |
| 11/24/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: effect of sale of bonds on sale process. | 0:18 | 475.00 | 142.50 |
| 11/24/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: discussions with M. Bell; DIP covenants and sale process. | 0:30 | 475.00 | 237.50 |
| 11/24/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: status of restructuring process and 12/1 deadline; funding for Quebecor. | 0:24 | 475.00 | 190.00 |
| 11/24/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Runko (Quebecor) re: payment for December printing. | 0:24 | 475.00 | 190.00 |
| 11/25/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with C. Zucker (JHC) re: status of discussions with Beate Uhse; Curtis actions | 0:42 | 475.00 | 332.50 |
| 11/25/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with J. Naccarato (Cerberus) re: cash requirements for Quebecor payment | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with B. Castardi (Curtis) re: status of M. Bell's interest in GMI | 0:12 | 475.00 | 95.00 |
| 11/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker re: Curtis actions; status of M. Bell, meeting with Beate Uhse. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: cash requirements and funding request | 0:12 | 475.00 | 95.00 |
| 11/26/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: status of Beate Uhse's interest in GMI | 0:18 | 475.00 | 142.50 |
| 12/1/03 | D. Dixon | Creditor Mgmt/ Communication | Phone meeting with R. Platz regarding data requests. Forward to Jennifer Winder. | 0:18 | 390.00 | 117.00 |
| 12/1/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation C. Zucker (JHC) re: status of sale process | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: revised DIP budget and sales process | 0:24 | 475.00 | 190.00 |
| 12/1/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: sale of Cerberus bonds | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: Composition of DIP lenders and failure of Beate Uhse to purchase Cerberus bonds. | 0:12 | 475.00 | 95.00 |
| 12/2/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Kizel and C. Zucker (UCC) re: status of bonds and sale process | 0:18 | 475.00 | 142.50 |
| 12/2/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: sale of bonds | 0:12 | 475.00 | 95.00 |
| 12/2/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: purchase of bonds by Beate Uhse | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---|-----------|---------------------------------|--|---------------|--------|-------------------|
| 12/2/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with Charles Prast re: refusal to purchase Cerberus bonds. | 0:18 | 475.00 | 142.50 |
| 12/2/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with R. Feinstein (PSZYJW) re: refusal of Beate Uhse to purchase Cerberus bonds. | 0:12 | 475.00 | 95.00 |
| 12/3/03 | D. Dixon | Creditor Mgmt/ Communication | Discuss vendor payment issues with R. Galloway, follow up on wires both incoming and outgoing. | 0:36 | 390.00 | 234.00 |
| 12/3/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with N. Golden (McKay) re: DIP financing agreement | 0:24 | 475.00 | 190.00 |
| 12/4/03 | JC Crouse | Creditor Mgmt/ Communication | Discussion with US Trustee on resolution of Far East licensing problem | 0:24 | 325.00 | 130.00 |
| 12/4/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with J. Naccarato (Cerberus) re: status of DIP financing and pending advance. | 0:24 | 475.00 | 190.00 |
| 12/4/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with C. Zucker (JHC) re: status of Beate Uhse's interest, sale of DIP lenders position | 0:12 | 475.00 | 95.00 |
| 12/5/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversations with S. Michaels re: status of due diligence efforts by various parties. | 0:30 | 475.00 | 237.50 |
| 12/8/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of sale process. | 0:24 | 475.00 | 190.00 |
| 12/8/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: due diligence process for the various parties; status of M. Bell Capital and Beate Uhse. | 0:24 | 475.00 | 190.00 |
| 12/9/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Kizel and C. Zucker (UCC) re: Curtis situation and Beate Uhse's interest in GMI | 0:24 | 475.00 | 190.00 |
| 12/9/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: committee's position with respect to motions to be heard on 12/10/03 | 0:18 | 475.00 | 142.50 |
| 12/10/03 | D. Dixon | Creditor Mgmt/ Communication | Review Curtis payment detail for 11/25 and 12/2. | 0:18 | 390.00 | 117.00 |
| 12/11/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with M Bell re: trade creditors and the sale of claims. | 0:30 | 475.00 | 237.50 |
| 12/11/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: status of Beate Uhse | 0:24 | 475.00 | 190.00 |
| 12/11/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with C. Zucker (JHC) re: offer to purchase unsecured claims. | 0:18 | 475.00 | 142.50 |
| 12/11/03 | S. Avila | Creditor Mgmt/ Communication | Various telephone calls to various vendors regarding the sale of unsecured claims. | 0:36 | 475.00 | 285.00 |
| 12/12/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with D. Straton (Bell) re: DIP funding request. | 0:06 | 475.00 | 47.50 |
| 12/12/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with D. Straton (Bell) re: DIP funding request. | 0:12 | 475.00 | 95.00 |
| 12/15/03 | JC Crouse | Creditor Mgmt/ Communication | Telecons with members of UCC | 3:00 | 325.00 | 975.00 |
| 12/15/03 | S. Avila | Creditor Mgmt/ Communication | Discussions with C. Zucker (JHC) re: CRP transition | 0:30 | 475.00 | 237.50 |
| 12/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone calls to various members of the Unsecured Creditors Committee re: CRP transition | 0:24 | 475.00 | 190.00 |
| 12/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with P. Kizel (LS) re: transition of CRP | 0:24 | 475.00 | 190.00 |
| 12/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone conversation with K. Rosen (LS) re: transition of CRP | 0:24 | 475.00 | 190.00 |
| 12/15/03 | S. Avila | Creditor Mgmt/ Communication | Telephone calls with various members of the Unsecured Creditors Committee re: transition of CRP | 0:48 | 475.00 | 380.00 |
| Creditor Mgmt/ Communication Total | | | | 347.77 | | 141,304.67 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|-------------------------------|-----------|----------------------------|--|--------------|--------|------------------|
| 08/26/03 | S. Avila | Fee Applications | Draft correspondence to M. Bove (PSZYJW) re: CRP retention. | 0:12 | 475.00 | 95.00 |
| 08/29/03 | S. Avila | Fee Applications | Review and revise CRP application to employ. | 0:30 | 475.00 | 237.50 |
| 09/02/03 | S. Avila | Fee Applications | Revise CRP application to employ. | 0:54 | 475.00 | 427.50 |
| 09/15/03 | S. Avila | Fee Applications | Revise CRP application to employ and contract. | 1:18 | 475.00 | 617.50 |
| 09/16/03 | D. Dixon | Fee Applications | Review and suggest edits to motion to retain CRP | 0:20 | 390.00 | 130.00 |
| 09/16/03 | S. Avila | Fee Applications | Review and revise CRP application to employ and contract. | 0:30 | 475.00 | 237.50 |
| 11/10/03 | D. Dixon | Fee Applications | Finalize the detail and summaries for the Oct 03 invoice. | 2:30 | 390.00 | 975.00 |
| 12/10/03 | D. Dixon | Fee Applications | Finalize and distribute November invoice for CRP Services, LLC. | 0:24 | 390.00 | 156.00 |
| 12/10/03 | D. Dixon | Fee Applications | Consolidate and model time and expense detail for 1st fee app. | 0:42 | 390.00 | 273.00 |
| 12/10/03 | D. Dixon | Fee Applications | Begin draft of first fee app. | 1:48 | 390.00 | 702.00 |
| 12/16/03 | JC Crouse | Fee Applications | Fee application | 3:00 | 325.00 | 975.00 |
| 1/6/03 | D. Dixon | Fee Applications | Prepare and review detail for fee app | 2:30 | 390.00 | 975.00 |
| 1/14/03 | D. Dixon | Fee Applications | Revise detail for fee app | 2:30 | 390.00 | 975.00 |
| 1/5/03 | JC Crouse | Fee Applications | Prepare and review narrative detail for fee app | 2:30 | 325.00 | 812.50 |
| 1/13/03 | JC Crouse | Fee Applications | Revise narrative for fee app based on team review | 2:30 | 325.00 | 812.50 |
| 1/6/03 | S. Avila | Fee Applications | Review and provide team feedback on fee app | 2:30 | 475.00 | 1,187.50 |
| 1/12/03 | S. Avila | Fee Applications | Review and revise fee app details | 5:00 | 475.00 | 2,375.00 |
| 1/14/03 | S. Avila | Fee Applications | Finalize fee app | 2:30 | 475.00 | 1,187.50 |
| Fee Applications Total | | | | 32:13 | | 13,151.00 |
| 08/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with representatives of Financial Dynamics - GMI's PR firm re: press release and associated communication programs | 0:54 | 475.00 | 427.50 |
| 08/12/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: press release and SEC disclosure information. | 0:24 | 475.00 | 190.00 |
| 08/12/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Anthony M. to discuss financial reporting strategies | 0:30 | 390.00 | 195.00 |
| 08/12/03 | D. Dixon | Operations Mgmt & Analysis | Employee meeting to discuss bankruptcy filing, presentation and questions. | 1:18 | 390.00 | 507.00 |
| 08/12/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with department heads to discuss constituency issues, answer questions. | 0:48 | 390.00 | 312.00 |
| 08/12/03 | D. Dixon | Operations Mgmt & Analysis | Discuss ideas for separating financial reporting within the current systems with Anthony M. and Wayne G. | 1:00 | 390.00 | 390.00 |
| 08/12/03 | JC Crouse | Operations Mgmt & Analysis | Conf call with Bill Vazoulas - update on filing progress | 0:30 | 325.00 | 162.50 |
| 08/12/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for and delivery employee and managers meeting on filing | 3:15 | 325.00 | 1,056.25 |
| 08/12/03 | JC Crouse | Operations Mgmt & Analysis | Create and send tax schedule for PS | 1:00 | 325.00 | 325.00 |
| 08/12/03 | JC Crouse | Operations Mgmt & Analysis | Create management communication and Q&A for distribution | 2:00 | 325.00 | 650.00 |
| 08/12/03 | JC Crouse | Operations Mgmt & Analysis | Develop and send all employee communication, Q&A and press release | 2:00 | 325.00 | 650.00 |
| 08/12/03 | JC Crouse | Operations Mgmt & Analysis | Create action list and set up constituent conference calls with managers | 1:00 | 325.00 | 325.00 |
| 08/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: bankruptcy filing and impact on production issues. | 0:48 | 475.00 | 380.00 |
| 08/13/03 | D. Dixon | Operations Mgmt & Analysis | Discussions and email exchanges regarding questions relating to the bankruptcy filing. | 1:00 | 390.00 | 390.00 |
| 08/13/03 | D. Dixon | Operations Mgmt & Analysis | Discuss and strategize options for separating out the financial reporting with the accounting staff. | 1:00 | 390.00 | 390.00 |
| 08/13/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with Jeff and Nick from the Video area discuss options relating to getting video released. | 0:30 | 390.00 | 195.00 |

First and Final Fee App

CRP Services, LLC

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 08/13/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with George Rojas on international licensee communications | 0:30 | 325.00 | 162.50 |
| 08/13/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Alyson Zamkoff | 0:30 | 325.00 | 162.50 |
| 08/13/03 | JC Crouse | Operations Mgmt & Analysis | Work on internet problem resolution, meet with Mike Mc Nicholas to discuss | 0:45 | 325.00 | 243.75 |
| 08/13/03 | JC Crouse | Operations Mgmt & Analysis | Develop plan for assigning key initiatives to Staff members | 1:00 | 325.00 | 325.00 |
| 08/13/03 | S. Avila | Operations Mgmt & Analysis | Various telephone conversations with representatives of Financial Dynamics re: inquiries from the news media. | 0:48 | 475.00 | 380.00 |
| 08/13/03 | S. Avila | Operations Mgmt & Analysis | Telephone interview with representatives of the publication - Guardian | 0:48 | 475.00 | 380.00 |
| 08/13/03 | S. Avila | Operations Mgmt & Analysis | Preparation of draft of an action plan. | 1:24 | 475.00 | 665.00 |
| 08/14/03 | D. Dixon | Operations Mgmt & Analysis | Review tax filing procedures for the companies with the tax manager. Discuss status of returns and going forward requirements. | 0:45 | 390.00 | 292.50 |
| 08/14/03 | D. Dixon | Operations Mgmt & Analysis | Discuss accounting and reporting issues with Anthony M. and Richard G. - how to separate pre and post petition results. | 0:45 | 390.00 | 292.50 |
| 08/14/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with accounting staff to discuss financial reporting requirements, strategize plans for separating pre and post petition data. Advise general vendor communications. | 1:15 | 390.00 | 487.50 |
| 08/14/03 | D. Dixon | Operations Mgmt & Analysis | Compare subs filed on the consolidated tax return to those included in the bankruptcy filing. Discuss entity requirements for tax filing and reporting. | 0:30 | 390.00 | 195.00 |
| 08/14/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with department heads to review issues and concerns. Discuss vendor management issues. | 0:45 | 390.00 | 292.50 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Determine Tax filing status for US Trustee, Discuss with In House Tax Specialist | 0:30 | 325.00 | 162.50 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Termination meeting with Nick Guccione | 1:00 | 325.00 | 325.00 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Prepare (agenda, topics, attendees) and deliver Staff meeting | 1:30 | 325.00 | 487.50 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Review of contract library and system | 0:30 | 325.00 | 162.50 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Preparation for Sept Issue - ID critical barriers with Hal | 0:30 | 325.00 | 162.50 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Develop plan for addressing internet department internal issues | 0:45 | 325.00 | 243.75 |
| 08/14/03 | JC Crouse | Operations Mgmt & Analysis | Minutes and summary actions from Staff Meeting | 1:00 | 325.00 | 325.00 |
| 08/14/03 | S. Avila | Operations Mgmt & Analysis | Meeting with N. Guccione re: staffing needs. | 1:06 | 475.00 | 522.50 |
| 08/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with J. Gallo (GMI) and various representatives of Palm Coast re: post-petition services. | 1:06 | 475.00 | 522.50 |
| 08/14/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Gallo (GMI) re: distribution issues. | 0:36 | 475.00 | 285.00 |
| 08/14/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI's internet staff re: various operating issues. | 0:54 | 475.00 | 427.50 |
| 08/14/03 | S. Avila | Operations Mgmt & Analysis | Meetings with H. Halpner (GMI) re: printing of September issues. | 0:48 | 475.00 | 380.00 |
| 08/14/03 | S. Avila | Operations Mgmt & Analysis | Meeting with H. Halpner (GMI) re: production issues. | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Follow up discussion with Steve regarding tax filings for 2002, request and obtain copies of the 2001 returns for the US Trustee. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Discussions with Steve regarding tax issues for the company. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Follow up with Anthony regarding reporting needs relating to closing the books. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Bill V. regarding accounting issues relating to the bankruptcy. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Follow up on accounting issues relating to July close with Anthony and Bill. | 1:00 | 390.00 | 390.00 |
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Review available reports for budget development, discuss needs with Anthony and Bill. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails from various parties. | 0:30 | 390.00 | 195.00 |
| 08/18/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Rob Feinstein and follow-up development of revised action plans | 1:30 | 325.00 | 487.50 |
| 08/18/03 | JC Crouse | Operations Mgmt & Analysis | Promulgation of new action lists for Mgmt team and CRP | 0:30 | 325.00 | 162.50 |
| 08/18/03 | JC Crouse | Operations Mgmt & Analysis | Comparative analysis of internet contributors | 1:00 | 325.00 | 325.00 |
| 08/18/03 | JC Crouse | Operations Mgmt & Analysis | Internet Meeting | 1:30 | 325.00 | 487.50 |
| 08/18/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Video team regarding critical issues and future growth plans | 1:00 | 325.00 | 325.00 |
| 08/18/03 | JC Crouse | Operations Mgmt & Analysis | Follow-up and review progress on Internet actions with McNicholas | 1:00 | 325.00 | 325.00 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: Curtis' request to assume distribution contract. | 0:24 | 475.00 | 190.00 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with S. Gross (GMI) re: termination of Mr. Gross' services. | 0:42 | 475.00 | 332.50 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to R. Bender (Levine, Neal, Bender & Rankin) re: Assumption of Curtis contract in Easy Rider case. | 0:18 | 475.00 | 142.50 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: payroll and insurance issues. | 0:30 | 475.00 | 237.50 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: distribution of September issues of PH | 0:24 | 475.00 | 190.00 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Discussion with H. Halpner (GMI) re: September production issues. | 0:36 | 475.00 | 285.00 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (GMI) re: outline and project plan in preparation of Tuesday's meeting with GMI management team. | 0:30 | 475.00 | 237.50 |
| 08/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence C. Crouse (GMI) re: follow-up from management meeting & project management template. | 0:18 | 475.00 | 142.50 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J. Zack (FD) re; public relation issues. | 0:12 | 475.00 | 95.00 |
| 08/19/03 | D. Dixon | Operations Mgmt & Analysis | Discuss tax matters for 2002 with Steve. | 0:30 | 390.00 | 195.00 |
| 08/19/03 | D. Dixon | Operations Mgmt & Analysis | Discuss employee pay issues with Richard, Kathy and Bill and strategize options. | 1:00 | 390.00 | 390.00 |
| 08/19/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with Charles Samel & CRP Team on restructuring management team | 1:00 | 390.00 | 390.00 |
| 08/19/03 | JC Crouse | Operations Mgmt & Analysis | Pre and deliver staff meeting with GMI Mgmt | 3:00 | 325.00 | 975.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 08/19/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Charles Samel and CRP Team on restructuring and management plan | 1:00 | 325.00 | 325.00 |
| 08/19/03 | JC Crouse | Operations Mgmt & Analysis | Internet Team meeting and action planning | 1:00 | 325.00 | 325.00 |
| 08/19/03 | JC Crouse | Operations Mgmt & Analysis | Follow-up with Staff Members on Mgmt meeting | 0:20 | 325.00 | 108.33 |
| 08/19/03 | JC Crouse | Operations Mgmt & Analysis | Review outcomes of all employee meeting with Kathy Fuchs (HR) | 1:00 | 325.00 | 325.00 |
| 08/19/03 | JC Crouse | Operations Mgmt & Analysis | Develop Restructuring Project list - prepare materials for Scott Avila meeting with Pachulski, Board Representative | 2:00 | 325.00 | 650.00 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Meeting with Grace (GMI) re: Advertising, payroll and staffing issues. | 0:36 | 475.00 | 285.00 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: GMI Resolutions; Certificates, etc. | 0:30 | 475.00 | 237.50 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re: SEC filing requirements. | 0:18 | 475.00 | 142.50 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Discussions with Richard M. (Advertising) re: customer profile, advertising revenue and promotional events | 0:48 | 475.00 | 380.00 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to T. Homlish (GMI) re: meeting on Wednesday | 0:06 | 475.00 | 47.50 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to A. Guccione re: respond to broadcast proposition | 0:12 | 475.00 | 95.00 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse (CRP) re: project management template. | 0:12 | 475.00 | 95.00 |
| 08/19/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Gross re: response to third-party licensing proposal | 0:12 | 475.00 | 95.00 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | Review and discuss preliminary trial balance and adjustments for July and August results. | 1:30 | 390.00 | 585.00 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | Review video internet needs, associated costs and alternatives with employees. | 0:15 | 390.00 | 97.50 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | Discuss check plate costs and alternatives with Steve C. Submit bid request. | 0:15 | 390.00 | 97.50 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | Discuss accounting department organizational chart and current staffing issues with Kathy in HR. | 1:00 | 390.00 | 390.00 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | Discuss payroll procedure with Charlie S. as well as AR on the balance sheet. Discussed cash request procedures and the need for legal fees to ward off trademark infringements in the Cleveland club. | 0:15 | 390.00 | 97.50 |
| 08/20/03 | D. Dixon | Operations Mgmt & Analysis | GMI Staff team strategy meeting, update on legal matters | 0:30 | 390.00 | 195.00 |
| 08/20/03 | JC Crouse | Operations Mgmt & Analysis | Develop straw model of restructuring financial model, verify source data accounts and classifications | 1:45 | 325.00 | 568.75 |
| 08/20/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Video Team on issues and future growth plans | 1:00 | 325.00 | 325.00 |
| 08/20/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Frank Devino to discuss Video business plan | 0:45 | 325.00 | 243.75 |
| 08/20/03 | JC Crouse | Operations Mgmt & Analysis | Internet team meeting | 1:00 | 325.00 | 325.00 |
| 08/20/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Mike McNicholas to discuss staffing terminations, review plans with Scott Avila | 2:00 | 325.00 | 650.00 |
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Naccarato (Cerberus) and. Neil Golden (McKay) re: update on status of GMI. | 2:00 | 475.00 | 950.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) and C. Samel (GMI) re: telephone conference on 8/21 | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to W. Vazoulas (GMI) re: SEC filing requirements | 0:12 | 475.00 | 95.00 |
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Meeting with staff of GMI Video department re: operational issues and video backlog. | 0:48 | 475.00 | 380.00 |
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Meeting with T. Homlish (GMI) re: Video department | 0:54 | 475.00 | 427.50 |
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse re: Thursday management meeting | 0:18 | 475.00 | 142.50 |
| 08/20/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to T. Homlish (GMI) re: confirming meeting on 8/20 | 0:06 | 475.00 | 47.50 |
| 08/21/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Bill to discuss the staffing issues in the accounting department and upcoming reporting requirements. | 0:45 | 390.00 | 292.50 |
| 08/21/03 | D. Dixon | Operations Mgmt & Analysis | Manage various employee issues including demand by an employee for additional salary. | 0:30 | 390.00 | 195.00 |
| 08/21/03 | D. Dixon | Operations Mgmt & Analysis | Provide direction to Richard and Bill regarding set up of the new checking accounts. | 0:30 | 390.00 | 195.00 |
| 08/21/03 | D. Dixon | Operations Mgmt & Analysis | Provide additional direction and support to Anthony regarding the July close. | 0:30 | 390.00 | 195.00 |
| 08/21/03 | D. Dixon | Operations Mgmt & Analysis | Follow up on assignments to staff, provide additional support and direction relating to cash and reporting issues. | 0:45 | 390.00 | 292.50 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Pachulski, Charles Samel on restructuring issues | 1:00 | 325.00 | 325.00 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Review international plans for revenue growth with Chris Calvaso | 0:30 | 325.00 | 162.50 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Review advertising plans for revenue growth and customer data collection with Rich McEntee | 0:45 | 325.00 | 243.75 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Review Video plans for revenue growth with Jeff LaGrotte | 0:45 | 325.00 | 243.75 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Resolve international licensing rights on materials in August - release August materials | 0:55 | 325.00 | 297.92 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Review Move project plan with Richard Galloway | 1:00 | 325.00 | 325.00 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Staff Meeting prep, deliver and follow-up | 2:00 | 325.00 | 650.00 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Model development | 1:30 | 325.00 | 487.50 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Rich McEntee and Consultant on acquiring MRI data | 1:00 | 325.00 | 325.00 |
| 08/21/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Frank Devino and Jeff LaGrotte re video business and Suze Randall | 1:00 | 325.00 | 325.00 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: Update on restructuring telephone conference. | 0:18 | 475.00 | 142.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from W. Vazoulas (GMI) re: 8K filing | 0:18 | 475.00 | 142.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: GMI 2003 Production schedule. | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Recano (DR) re: firm case history. | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (GMI) re: GMI working group telephone conference | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to L. Recano (DR) re: DR large case experience | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Prepare template to analyze Executory contracts and unexpired leases and send to L. Sutter (GMI) | 0:18 | 475.00 | 142.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re: S. Gross' agency proposal. | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Gross re: agency proposal. | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: GMI Summary for week ending 8/17 | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Gross re: Reaction to Agency Proposal. | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with GMI management team re: Thursday Management meeting to review various projects, actions and issues. | 0:54 | 475.00 | 427.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (GMI) re: Update on management meeting - actions, issues and projects. | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (GMI) re: Real Estate broker | 0:12 | 475.00 | 95.00 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (CRP) re: real estate agent | 0:06 | 475.00 | 47.50 |
| 08/21/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from K. Fuchs (GMI) re: increase in employee compensation requested by certain employees; and health insurance issues. | 0:12 | 475.00 | 95.00 |
| 08/22/03 | JC Crouse | Operations Mgmt & Analysis | Telephone conversation with S. Avila (CRP) re: staffing issues; cash flow projections; and P&L restructuring model. | 0:24 | 325.00 | 130.00 |
| 08/22/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with C. Crouse (CRP) re: staffing issues; cash flow projections; and P&L restructuring model. | 0:24 | 475.00 | 190.00 |
| 08/22/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with M. Greenwald (Image) re: GMI's current video projects | 0:36 | 475.00 | 285.00 |
| 08/25/03 | D. Dixon | Operations Mgmt & Analysis | Review and discuss August partial financial reporting with Anthony M. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Kathy F. to discuss employee insurance coverages. | 0:30 | 390.00 | 195.00 |
| 08/25/03 | D. Dixon | Operations Mgmt & Analysis | Discuss financial reporting needs with Bill V. and Anthony M. | 0:45 | 390.00 | 292.50 |
| 08/25/03 | JC Crouse | Operations Mgmt & Analysis | Conference call with Pachulski | 1:00 | 325.00 | 325.00 |
| 08/25/03 | JC Crouse | Operations Mgmt & Analysis | Review assignments and update restructuring action issue project log | 1:30 | 325.00 | 487.50 |
| 08/25/03 | JC Crouse | Operations Mgmt & Analysis | Develop restructuring financial model | 2:00 | 325.00 | 650.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with potential para-professional to provide assistance. | 0:48 | 475.00 | 380.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with N. Guccione (independent) re: video production. | 0:12 | 475.00 | 95.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Review information from S. Herman (GMI) re: Tax issues | 0:12 | 475.00 | 95.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J. Gallo (GMI) re: Texterity info. | 0:18 | 475.00 | 142.50 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to K. Fuchs (GMI) re: Richard McEntee | 0:12 | 475.00 | 95.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. McEntee (GMI) re: Bob Rattner | 0:06 | 475.00 | 47.50 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to L. Sutter (GMI) re: audits of licensees and litigation. | 0:06 | 475.00 | 47.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. Naccarato (Cerberus) re: meeting with McKay Shields | 0:12 | 475.00 | 95.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to H. Halpner (GMI) re: public storage. | 0:06 | 475.00 | 47.50 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo and H. Halpner (GMI) re: distribution and production issues. | 0:30 | 475.00 | 237.50 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. Devino (GMI) re: Video department and backlog of current projects. | 0:24 | 475.00 | 190.00 |
| 08/25/03 | S. Avila | Operations Mgmt & Analysis | Review Year-To-Date product line P&L | 0:36 | 475.00 | 285.00 |
| 08/26/03 | D. Dixon | Operations Mgmt & Analysis | Review the issues relating to 10Q filing delays with Bill V. | 0:30 | 390.00 | 195.00 |
| 08/26/03 | D. Dixon | Operations Mgmt & Analysis | Discuss Bank of New York banking issues with Bill V., revise plans. | 0:15 | 390.00 | 97.50 |
| 08/26/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for a facilitate biweekly GMI staff meeting | 1:30 | 325.00 | 487.50 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: staffing issues | 0:36 | 475.00 | 285.00 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Herman (GMI) re: Tax information | 0:12 | 475.00 | 95.00 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. Gallo (GMI) re: subscriber initiative. | 0:12 | 475.00 | 95.00 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence to L. Sutter (GMI) re: Audits & Litigation. | 0:18 | 475.00 | 142.50 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: operational and restructuring issues. | 0:54 | 475.00 | 427.50 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: Curtis distribution services. | 0:24 | 475.00 | 190.00 |
| 08/26/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: R. McEntee | 0:12 | 475.00 | 95.00 |
| 08/27/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with Bill V. regarding progress on 10Q open issues and checking account set up. | 0:30 | 390.00 | 195.00 |
| 08/27/03 | JC Crouse | Operations Mgmt & Analysis | Interview potential office administrator | 0:45 | 325.00 | 243.75 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Interview potential admin staff | 0:36 | 475.00 | 285.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Meyer (GMI) re: Promotional Events | 0:24 | 475.00 | 190.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: staffing | 0:36 | 475.00 | 285.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Clifford (Texterity) re: services | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Gross re: licensing arrangements. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re: Professional escrow. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse (CRP) re: staff meeting. | 0:06 | 475.00 | 47.50 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to L. Sutter (GMI) re: Penthouse Boutique | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Gallo (GMI) re: RDA, MMA, and subscription initiatives. | 1:12 | 475.00 | 570.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Various discussions with H. Halpner (GMI) re: Clifford Paper agreement | 1:18 | 475.00 | 617.50 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Speiser (GMI) re: promotional events and plans for 2003 and 2004. | 0:48 | 475.00 | 380.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to F. Devino (GMI) re: Broadcast opportunity. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to A. Guccione re: Broadcast opportunity. | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to F. Devino (GMI) re: Video revenue | 0:12 | 475.00 | 95.00 |
| 08/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to H. Halpner (GMI) re: vendor issue - public storage. | 0:18 | 475.00 | 142.50 |
| 08/28/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Kathy to determine confirm handling of employee benefits. | 0:30 | 390.00 | 195.00 |
| 08/28/03 | D. Dixon | Operations Mgmt & Analysis | Attend bi-weekly staff meeting | 1:00 | 390.00 | 390.00 |
| 08/28/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:30 | 390.00 | 195.00 |
| 08/28/03 | D. Dixon | Operations Mgmt & Analysis | Discuss financial results by publication with Anthony, review results for July 03. | 1:00 | 390.00 | 390.00 |
| 08/28/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for and facilitate biweekly GMI Staff meeting | 2:00 | 325.00 | 650.00 |
| 08/28/03 | JC Crouse | Operations Mgmt & Analysis | Create Business Plan - Analyze historical trends in Publications volume | 1:00 | 325.00 | 325.00 |
| 08/28/03 | JC Crouse | Operations Mgmt & Analysis | Create Business Plan - Review economics of Internet business with Michael Mc Nicholas | 1:00 | 325.00 | 325.00 |
| 08/28/03 | JC Crouse | Operations Mgmt & Analysis | Create Business Plan - Develop list of data needs from managers | 1:00 | 325.00 | 325.00 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with K. Fuchs (GMI) re: Richard McEntee compensation program. | 4:00 | 475.00 | 1,900.00 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with K. Fuchs (GMI) re: staffing issues | 0:18 | 475.00 | 142.50 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with G. Rojas (GMI) re: International licensing issues. | 0:18 | 475.00 | 142.50 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and participate in Management Meeting | 0:54 | 475.00 | 427.50 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with F. Devino (GMI) re: Video department and new releases. | 0:30 | 475.00 | 237.50 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with H. Halpner (GMI) re: production issues (Clifford and Quebecor) | 0:36 | 475.00 | 285.00 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with Richard Galloway (GMI) re: facility relocation. | 0:24 | 475.00 | 190.00 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with Richard McEntee (GMI) re: research project | 0:18 | 475.00 | 142.50 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with A. Moore (GMI) re: facility issues. | 0:12 | 475.00 | 95.00 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Lagrotte (GMI) re: Video releases and Image Entertainment | 0:36 | 475.00 | 285.00 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with L. Sutter (GMI) re: Image Entertainment. | 0:18 | 475.00 | 142.50 |
| 08/28/03 | S. Avila | Operations Mgmt & Analysis | Meeting with L. Sutter (GMI) re: Licensing arrangements. | 0:24 | 475.00 | 190.00 |
| 08/29/03 | JC Crouse | Operations Mgmt & Analysis | Create Business Plan - Request data from circulation , finance and internet on trends in volume | 3:00 | 325.00 | 975.00 |
| 08/29/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: Customer Profile | 0:36 | 475.00 | 285.00 |
| 09/02/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to GMI emails | 0:15 | 390.00 | 97.50 |
| 09/02/03 | D. Dixon | Operations Mgmt & Analysis | Staff meeting with GMI management | 0:42 | 390.00 | 273.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|----------------------------|--|------|--------|--------|
| 09/02/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with Anthony M. and Bill V. regarding bankruptcy schedules, defining needs and deadlines. | 0:28 | 390.00 | 182.00 |
| 09/02/03 | D. Dixon | Operations Mgmt & Analysis | Review mechanics of the financial software system, Lawson. | 0:44 | 390.00 | 286.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: operating and restructuring issues. | 1:00 | 475.00 | 475.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Discussions with G. Rojas (GMI) re: International opportunities. | 0:30 | 475.00 | 237.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Discussions with B. Vazoulas (GMI) re: financial reporting | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: staffing issues | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review scheduled prepared by J. Gallo (GMI) re: Export sales | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review resume of potential staff member in preparation for interview on 9/3. | 0:24 | 475.00 | 190.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. Gallo (GMI) re: Curtis Meeting | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to K. Fuchs (GMI) re: Richard McEntee | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to K. Fuchs (GMI) re: interview candidate | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse (CRP) re: Monthly BOD report. | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from to L. Sutter (GMI) re: Curtis meeting. | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. Gallo (GMI) re: Curtis meeting. | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to H Sommer re: PH Video Proposal. | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to K. Fuchs (GMI) re: R. McEntee | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to K. Fuchs (GMI) re: interviews with potential assistant. | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from K. Fuchs (GMI) re: R. McEntee | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J. Lagrotte (GMI) re: Video Proposal | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from K. Fuchs (GMI) re: All employee meeting | 0:06 | 475.00 | 47.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from H. Sommer re: Video Proposal | 0:18 | 475.00 | 142.50 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Pictorial legal matter. | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Samel (GMI) re: various discussion topics | 0:12 | 475.00 | 95.00 |
| 09/02/03 | S. Avila | Operations Mgmt & Analysis | Discussions with B. Vazoulas (GMI) re: August financial statements. | 0:30 | 475.00 | 237.50 |
| 09/03/03 | D. Dixon | Operations Mgmt & Analysis | Conference call with Pachulski team and CRP team to review debtor issues and restructuring plans | 1:30 | 390.00 | 585.00 |
| 09/03/03 | D. Dixon | Operations Mgmt & Analysis | All GMI staff meeting to communicate direction and strategies. | 0:30 | 390.00 | 195.00 |
| 09/03/03 | D. Dixon | Operations Mgmt & Analysis | Provide support and direction with Anthony M. on closing accounting periods. | 0:10 | 390.00 | 65.00 |
| 09/03/03 | D. Dixon | Operations Mgmt & Analysis | Interview candidate to provide admin support. | 0:30 | 390.00 | 195.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 09/03/03 | JC Crouse | Operations Mgmt & Analysis | Conduct weekly strategy session to create plan for the week - JCC, SA, DD | 0:30 | 325.00 | 162.50 |
| 09/03/03 | JC Crouse | Operations Mgmt & Analysis | Conduct all employee communication meeting | 0:30 | 325.00 | 162.50 |
| 09/03/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan Development - Base Case Publications segment | 1:30 | 325.00 | 487.50 |
| 09/03/03 | JC Crouse | Operations Mgmt & Analysis | Customer Profile Development - meeting with Rich McEntee and Bob Rattner to plan the collection of MRI data and profile development | 1:00 | 325.00 | 325.00 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Review e-mail from S. Gross re: licensing agreements | 0:12 | 475.00 | 95.00 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Employee meeting re: review status of Bankruptcy and Operating Issues | 0:54 | 475.00 | 427.50 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Interview with potential administrative assistant | 0:30 | 475.00 | 237.50 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: staffing | 0:18 | 475.00 | 142.50 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) and B. Rattner re: customer profile. | 0:30 | 475.00 | 237.50 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Speir (GMI) re: Pet of the Year Party | 0:24 | 475.00 | 190.00 |
| 09/03/03 | S. Avila | Operations Mgmt & Analysis | Conference call with Pachulski team and CRP team to review debtor issues and restructuring plans | 1:30 | 475.00 | 712.50 |
| 09/04/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Arlene M. to discuss employee time logs. | 0:15 | 390.00 | 97.50 |
| 09/04/03 | D. Dixon | Operations Mgmt & Analysis | Interview second candidate for admin support. | 0:18 | 390.00 | 117.00 |
| 09/04/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with Scott A. to discuss updates of the case. | 0:30 | 390.00 | 195.00 |
| 09/04/03 | D. Dixon | Operations Mgmt & Analysis | Phone conference with Rob F. to discuss updates in the case. | 0:30 | 390.00 | 195.00 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with George Rojas on Licensing | 0:15 | 325.00 | 81.25 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Review invoice for completeness and accuracy | 0:06 | 325.00 | 32.50 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Interview admin assistant candidate | 0:30 | 325.00 | 162.50 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Complete action - issue and project record updates for Mgmt and restructuring team | 1:00 | 325.00 | 325.00 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Review status of licensing deals with Chris Calvosa | 0:15 | 325.00 | 81.25 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Mike McNicholas to review internet business plan development | 0:30 | 325.00 | 162.50 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Rich McEntee on advertising revenue generation | 0:30 | 325.00 | 162.50 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Manage biweekly staff meeting | 1:00 | 325.00 | 325.00 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development - publications base case | 0:16 | 325.00 | 86.67 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Jeff Lagrotte re video business plan | 0:20 | 325.00 | 108.33 |
| 09/04/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development - publications base case | 0:30 | 325.00 | 162.50 |
| 09/05/03 | D. Dixon | Operations Mgmt & Analysis | Interview 3rd candidate for admin support. | 0:30 | 390.00 | 195.00 |
| 09/05/03 | D. Dixon | Operations Mgmt & Analysis | Review various financial issues and reporting requirements with Bill V. | 0:45 | 390.00 | 292.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 09/05/03 | D. Dixon | Operations Mgmt & Analysis | Phone conference with Rob F. to discuss updates and issues of the case. | 0:45 | 390.00 | 292.50 |
| 09/05/03 | JC Crouse | Operations Mgmt & Analysis | Interview admin assistant candidate | 0:45 | 325.00 | 243.75 |
| 09/05/03 | JC Crouse | Operations Mgmt & Analysis | Interview with admin assistant candidate | 0:15 | 325.00 | 81.25 |
| 09/05/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development - publications base case | 0:30 | 325.00 | 162.50 |
| 09/05/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development - publications base case | 1:00 | 325.00 | 325.00 |
| 09/05/03 | JC Crouse | Operations Mgmt & Analysis | Financial model development to support business case | 4:00 | 325.00 | 1,300.00 |
| 09/05/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development - Publications base case - internet base case - clubs base case | 4:00 | 325.00 | 1,300.00 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to A. Moore (GMI) re: facilities | 0:12 | 475.00 | 95.00 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Review various correspondence from R. Feinstein (PSZYJW) re: Texas license issue | 0:24 | 475.00 | 190.00 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: Attendees for UCC meeting on Monday | 0:12 | 475.00 | 95.00 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Gross re: Ashburn Agreement. | 0:18 | 475.00 | 142.50 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Interview candidate for administrative assistant role | 0:30 | 475.00 | 237.50 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: administrative candidates. | 0:24 | 475.00 | 190.00 |
| 09/05/03 | S. Avila | Operations Mgmt & Analysis | Review various operating reports - manufacturing; production; and advertising. | 0:48 | 475.00 | 380.00 |
| 09/07/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development - Base Case | 1:00 | 325.00 | 325.00 |
| 09/08/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. Send emails to B. Vazoulas and A. Maniscalco regarding reporting questions. Send emails to J. Gallo and H. Halpner regarding Curtis assignment. | 0:30 | 390.00 | 195.00 |
| 09/08/03 | D. Dixon | Operations Mgmt & Analysis | Review updates and issues regarding the 8/12 and 8/31 accounting close with A. Maniscalco. | 0:30 | 390.00 | 195.00 |
| 09/08/03 | JC Crouse | Operations Mgmt & Analysis | Documentation of weekly activities | 1:00 | 325.00 | 325.00 |
| 09/08/03 | JC Crouse | Operations Mgmt & Analysis | Meeting and preparation with GMI staff in preparation for UCC meeting | 2:00 | 325.00 | 650.00 |
| 09/08/03 | JC Crouse | Operations Mgmt & Analysis | Organizational analysis of headcount and structure | 2:30 | 325.00 | 812.50 |
| 09/08/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development | 8:00 | 325.00 | 2,600.00 |
| 09/08/03 | S. Avila | Operations Mgmt & Analysis | Review and revise Business Plan analysis. | 1:30 | 475.00 | 712.50 |
| 09/09/03 | D. Dixon | Operations Mgmt & Analysis | Meet with A. Maniscalco to review closing procedures for the August closings for accounting. | 0:15 | 390.00 | 97.50 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Teleconference with PR firm to discuss communication strategy | 1:00 | 325.00 | 325.00 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for bi weekly staff meeting | 0:45 | 325.00 | 243.75 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development | 1:00 | 325.00 | 325.00 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Manage bi weekly staff meeting | 1:00 | 325.00 | 325.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 2:00 | 325.00 | 650.00 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development - Review with Head of Internet Department | 1:00 | 325.00 | 325.00 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 1:00 | 325.00 | 325.00 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development - review with head of advertising | 0:30 | 325.00 | 162.50 |
| 09/09/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 5:30 | 325.00 | 1,787.50 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: restructuring strategy | 0:54 | 475.00 | 427.50 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. Nichols (GMI) re: internet advertising. | 0:24 | 475.00 | 190.00 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: status of discussions with Cerberus and case strategy. | 1:18 | 475.00 | 617.50 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Meeting J. Gallo (GMI) re: Curtis meeting. | 0:30 | 475.00 | 237.50 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Discussion with B. Vazoulas (GMI) and K. Fuchs (GMI) re: R. McEntee compensation. | 0:36 | 475.00 | 285.00 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: preparation for Curtis meeting. | 0:30 | 475.00 | 237.50 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Discussions with Grace (GMI) re: Internet advertising | 0:18 | 475.00 | 142.50 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Meyer (GMI) re: POY Party | 0:12 | 475.00 | 95.00 |
| 09/09/03 | S. Avila | Operations Mgmt & Analysis | Review and revise schedules supporting 2004 business plan | 1:30 | 475.00 | 712.50 |
| 09/10/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 1:00 | 390.00 | 390.00 |
| 09/10/03 | D. Dixon | Operations Mgmt & Analysis | Discuss franchise taxes and request certificate of good standing with S. Herman. | 0:30 | 390.00 | 195.00 |
| 09/10/03 | D. Dixon | Operations Mgmt & Analysis | Meet with M. McNicholas to discuss internet content options, cost of additional features and benefits. | 1:00 | 390.00 | 390.00 |
| 09/10/03 | JC Crouse | Operations Mgmt & Analysis | Working lunch with Head of Licensing - George Rojas | 1:30 | 325.00 | 487.50 |
| 09/10/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 3:45 | 325.00 | 1,218.75 |
| 09/10/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 7:00 | 325.00 | 2,275.00 |
| 09/10/03 | S. Avila | Operations Mgmt & Analysis | Review and revise draft of business plan and projected financial statements. | 0:54 | 475.00 | 427.50 |
| 09/11/03 | D. Dixon | Operations Mgmt & Analysis | Meet with A. Maniscalco and B. Vazoulas to strategize treatment acceleration of expense items on the balance sheet that will have no economic benefit to the company in the future. | 1:20 | 390.00 | 520.00 |
| 09/11/03 | D. Dixon | Operations Mgmt & Analysis | Discuss status of federal tax review by outside professionals. Review and file certificate of good standing from Delaware. | 0:30 | 390.00 | 195.00 |
| 09/11/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 2:30 | 325.00 | 812.50 |
| 09/11/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development - Video Business review with head of department | 1:00 | 325.00 | 325.00 |
| 09/11/03 | JC Crouse | Operations Mgmt & Analysis | Bus Plan Development | 5:00 | 325.00 | 1,625.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 09/11/03 | JC Crouse | Operations Mgmt & Analysis | Prepare and manage bi weekly staff meeting | 1:30 | 325.00 | 487.50 |
| 09/11/03 | S. Avila | Operations Mgmt & Analysis | Review draft of 2004 projected I/S, B/S and cash flow statement. | 0:30 | 475.00 | 237.50 |
| 09/11/03 | S. Avila | Operations Mgmt & Analysis | Draft communication to T. Guccione (GMI) re: potential meeting in LA | 0:12 | 475.00 | 95.00 |
| 09/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: production of 9/30/03 issues. | 0:24 | 475.00 | 190.00 |
| 09/12/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare and circulate operational report" requested by J. Naccarato." | 1:00 | 390.00 | 390.00 |
| 09/12/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development | 1:30 | 325.00 | 487.50 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Telephone call with P. Runko (Quebecor) re: assignment for October/November issue. | 0:30 | 475.00 | 237.50 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with D. Dixon (CRP) re: cash requirements | 0:24 | 475.00 | 190.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Gallo (GMI) re: Curtis situation | 0:36 | 475.00 | 285.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from K. Fuchs (GMI) re: Wachovia Bank | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various misc. e-mail re: day to day operations. | 0:48 | 475.00 | 380.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Review draft of assumptions for restructuring business plan. | 0:24 | 475.00 | 190.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to T. Guccione (GMI) re: Board of Director Communication. | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: weekly report | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse (CRP) re: restructuring business plan - base case. | 0:12 | 475.00 | 95.00 |
| 09/15/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with A. Maniscalco to review reporting needs for the August 12 closing. | 0:20 | 390.00 | 130.00 |
| 09/15/03 | D. Dixon | Operations Mgmt & Analysis | Phone conference with CRP team and Pachulski team to discuss case details and strategies. | 0:40 | 390.00 | 260.00 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Planning meeting and follow-up with Pachulski | 1:00 | 325.00 | 325.00 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development | 0:45 | 325.00 | 243.75 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development | 2:45 | 325.00 | 893.75 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Review status on critical actions, issues and projects for GMI Management Staff Meeting with Dan Dixon | 0:30 | 325.00 | 162.50 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan review with Scott Avila | 2:00 | 325.00 | 650.00 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Update status on critical actions, issues and projects for GMI Management Staff Meeting | 1:00 | 325.00 | 325.00 |
| 09/15/03 | JC Crouse | Operations Mgmt & Analysis | Reconfigure Balance Sheet for Fresh Start Accounting entries | 1:00 | 325.00 | 325.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Meeting with Video Management re: operations issues. | 0:36 | 475.00 | 285.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with representatives of Curtis Distributing re: post-petition advances | 0:30 | 475.00 | 237.50 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Meeting with F. Devino and J. Lagrotte re: in preparation for meeting M. Greenwald of Image. | 0:36 | 475.00 | 285.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Meeting with M. Greenwald (Image) re: distribution of GMI video products | 1:30 | 475.00 | 712.50 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Meeting with G. Rojas (GMI) re: international licensees | 0:36 | 475.00 | 285.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various operating e-mail. | 1:24 | 475.00 | 665.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Telephone call with representatives of Curtis Distribution re: advance for post-petition issues. | 0:42 | 475.00 | 332.50 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management re: operating issues | 1:12 | 475.00 | 570.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with H. Halpner (GMI) re: paper and printing for Sept/Oct and November issues. | 0:36 | 475.00 | 285.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: Franchise Tax | 0:24 | 475.00 | 190.00 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Dixon (CRP) re: fund request. | 0:18 | 475.00 | 142.50 |
| 09/15/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence form D. Dixon (CRP) re: critical vendor payments | 0:24 | 475.00 | 190.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Review executory contracts with S. Herman. | 0:10 | 390.00 | 65.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Departmental staff meeting to review status of issues, projects and actions. | 0:50 | 390.00 | 325.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Review status of bankruptcy schedules with B. Vazoulas and A. Maniscalco. | 0:10 | 390.00 | 65.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with B. Vazoulas and A. Maniscalco to review and analyze the detail of the 8/12/03 results. | 2:15 | 390.00 | 877.50 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Meet with D. Brennan to discuss AR reporting needs for the Monthly Operating Report. | 0:10 | 390.00 | 65.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Review features of Lawson accounting system. | 0:20 | 390.00 | 130.00 |
| 09/16/03 | D. Dixon | Operations Mgmt & Analysis | Determine presentation outline of board of directors meeting and other reporting issues with CRP team. | 1:30 | 390.00 | 585.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Create, review and refine inputs to monthly BOD report | 1:00 | 325.00 | 325.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for 2X weekly staff meeting | 1:30 | 325.00 | 487.50 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | manage 2X weekly staff meeting | 1:00 | 325.00 | 325.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Meeting to review status of international licensing project and business plan | 1:00 | 325.00 | 325.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Update status on critical actions, issues and projects for GMI Management Staff Meeting | 0:30 | 325.00 | 162.50 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Business plan review with Clubs Management | 1:00 | 325.00 | 325.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Business plan review with Video Management | 1:00 | 325.00 | 325.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Business plan revisions based on input from Management | 3:00 | 325.00 | 975.00 |
| 09/16/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan development | 2:00 | 325.00 | 650.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: Curtis Assignment | 0:18 | 475.00 | 142.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: RDA costs | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Gallo (GMI) re: circulation issues and Curtis | 0:42 | 475.00 | 332.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference call with representatives of PSZYJW re: various bankruptcy administrative issues and case strategy. | 0:48 | 475.00 | 380.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Meeting with L. Sutter (GMI) re: misc. legal issues - litigation and dispute re: Austin License | 0:36 | 475.00 | 285.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to misc. e-mails re: operational issues. | 0:54 | 475.00 | 427.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Dixon (CRP) re: critical vendor payments. | 0:36 | 475.00 | 285.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: termination letter of PHMC. | 0:24 | 475.00 | 190.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Porti (Curtis) re: advance. | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (CRP) re: service contracts. | 0:18 | 475.00 | 142.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: corporate overhead expenses. | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Gross re: General Media Communications., | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: paper price increase. | 0:18 | 475.00 | 142.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Moore (GMI) re: meeting with B. Guccione re: critical vendor payments. | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to P. Bloch (GMI) re: new men's mag. | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Moore (GMI) re: meeting with B. Guccione - critical vendor | 0:06 | 475.00 | 47.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to G. Rojas (GMI) re: meeting with potential investors. | 0:18 | 475.00 | 142.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from K. Fuchs (GMI) re: 401(k) | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. McEntee (GMI) re: meeting with Stephen Geller | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. Lagrotte (GMI) re: Image Entertainment. | 0:18 | 475.00 | 142.50 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re :Pet of the Year 2004 | 0:12 | 475.00 | 95.00 |
| 09/16/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. Homlish (GMI) re: critical vendor and meeting with potential investors. | 0:12 | 475.00 | 95.00 |
| 09/17/03 | D. Dixon | Operations Mgmt & Analysis | Prepare information for the board of directors meeting. | 1:10 | 390.00 | 455.00 |
| 09/17/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/17/03 | D. Dixon | Operations Mgmt & Analysis | Review and discuss executory contracts with S. Herman | 0:20 | 390.00 | 130.00 |
| 09/17/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan review with Scott Avila | 0:30 | 325.00 | 162.50 |
| 09/17/03 | JC Crouse | Operations Mgmt & Analysis | Business Plan review with Publications staff | 3:00 | 325.00 | 975.00 |
| 09/17/03 | JC Crouse | Operations Mgmt & Analysis | Reconcile 13 week budget to 2004 business plan results | 1:30 | 325.00 | 487.50 |
| 09/17/03 | JC Crouse | Operations Mgmt & Analysis | Reconcile 13 week budget to 2004 business plan results | 3:00 | 325.00 | 975.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: MRI information and meeting with ad agency | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|----------|
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner and J. Gallo (GMI) re: 9/30 on sale date and Curtis issues. | 0:42 | 475.00 | 332.50 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Meeting with M. Greenwald (Image) re: Video business and operating issues. | 0:48 | 475.00 | 380.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Meeting with third party re :proposal to manage all of GMI's licensing arrangements. | 0:48 | 475.00 | 380.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Meeting with representatives of MRI re: GMI market research data. | 0:42 | 475.00 | 332.50 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management re: response received from Curtis re: estimated post-petition advances. | 0:36 | 475.00 | 285.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from Curtis re: projected post-petition advance. | 0:42 | 475.00 | 332.50 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Gross re: licensing opportunity | 0:12 | 475.00 | 95.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Dixon (CRP) re: presentation to BOD. | 0:12 | 475.00 | 95.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence re: Quebecor assignment. | 0:12 | 475.00 | 95.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re: Quebecor assignment. | 0:12 | 475.00 | 95.00 |
| 09/17/03 | S. Avila | Operations Mgmt & Analysis | Business plan review with C. Crouse | 0:30 | 475.00 | 237.50 |
| 09/18/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/18/03 | D. Dixon | Operations Mgmt & Analysis | Status discussion with S. Herman regarding executory contracts and steps being taken to gain state franchise tax compliance. | 0:25 | 390.00 | 162.50 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Review corporate business plan with management | 1:00 | 325.00 | 325.00 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Business plan revisions | 1:00 | 325.00 | 325.00 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Update status on critical actions, issues and projects for GMI Management Staff Meeting | 0:30 | 325.00 | 162.50 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Business plan development and documentation | 1:30 | 325.00 | 487.50 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Business plan development and documentation | 0:30 | 325.00 | 162.50 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Manage 2x weekly management meeting | 1:00 | 325.00 | 325.00 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Review business plan with Video Management | 0:30 | 325.00 | 162.50 |
| 09/18/03 | JC Crouse | Operations Mgmt & Analysis | Develop documentation to accompany business plan (text, attachments, etc.) | 4:30 | 325.00 | 1,462.50 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Conference call with GMI paper and printing vendors | 0:36 | 475.00 | 285.00 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J. Gallo (GMI) re: Calculation of 9/30 estimated advance. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from Chris Calvosa (GMI) re: International Publishing Projects. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from H. Halpner (GMI) re: Quebecor | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Gallo and H. Halpner (GMI) re: Curtis advance and Assignment. | 0:18 | 475.00 | 142.50 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Moore (GMI) re: meeting B. Guccione | 0:06 | 475.00 | 47.50 |
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Ashburn International situation. | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|----------|
| 09/18/03 | S. Avila | Operations Mgmt & Analysis | Review and revise analysis of Curtis computation for post-petition advance. | 1:06 | 475.00 | 522.50 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Meeting with M. Carr (former COO Playboy Enterprises) re: restructuring issues; potential capital partners. | 1:30 | 475.00 | 712.50 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Gallo (GMI) and H. Halpner (GMI) re: Curtis Issues and production | 0:36 | 475.00 | 285.00 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with GMI management and representatives of Curtis re: post-petition operating issues and September advance. | 0:48 | 475.00 | 380.00 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Gallo, H. Halpner and L. Sutter (GMI) re: September assignment. | 0:30 | 475.00 | 237.50 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: Curtis issues and September assignment. | 0:18 | 475.00 | 142.50 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with J. Gallo (GMI), D. Porti (Curtis) re: Curtis assignment and meeting with Curtis to review Curtis documentation on advance. | 0:30 | 475.00 | 237.50 |
| 09/19/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: proposal for video department. | 0:06 | 475.00 | 47.50 |
| 09/22/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/22/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend meeting with representatives of Curtis re: determination of appropriate advance and reserve requirements. | 7:00 | 475.00 | 3,325.00 |
| 09/22/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Gross re: Aushburn International proposal. | 0:12 | 475.00 | 95.00 |
| 09/22/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from vendor re: post petition invoices. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | S. Avila | Operations Mgmt & Analysis | Discuss Scarlett letters open invoices with GMI payable issues | 0:24 | 475.00 | 190.00 |
| 09/22/03 | S. Avila | Operations Mgmt & Analysis | Review communications with J. Homlish (GMI) re: video business unit. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | S. Avila | Operations Mgmt & Analysis | Discussions with GMI management re: video and broadcast management. | 0:36 | 475.00 | 285.00 |
| 09/23/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/23/03 | S. Avila | Operations Mgmt & Analysis | Preparation for and attend Tuesday GMI management meeting. | 1:24 | 475.00 | 665.00 |
| 09/23/03 | S. Avila | Operations Mgmt & Analysis | Review revised Curtis Assignment. | 0:18 | 475.00 | 142.50 |
| 09/23/03 | S. Avila | Operations Mgmt & Analysis | Review information request from Northern & Shell | 0:12 | 475.00 | 95.00 |
| 09/23/03 | S. Avila | Operations Mgmt & Analysis | Review and revise future newsstand draw and sale projections. | 0:30 | 475.00 | 237.50 |
| 09/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Samel (GMI) re: due diligence process. | 0:24 | 475.00 | 190.00 |
| 09/23/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. Devino (GMI) re: video/broadcast business plan. | 0:48 | 475.00 | 380.00 |
| 09/24/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with B. Guccione regarding critical vendors and other operational issues and concerns. | 1:12 | 390.00 | 468.00 |
| 09/24/03 | JC Crouse | Operations Mgmt & Analysis | Profitability analysis on Girls of Penthouse magazine | 2:30 | 325.00 | 812.50 |
| 09/24/03 | S. Avila | Operations Mgmt & Analysis | Meeting with B. Guccione and J. Homlish (GMI) re: critical vendor payments. | 1:12 | 475.00 | 570.00 |
| 09/24/03 | S. Avila | Operations Mgmt & Analysis | Meeting with I. Baily (FD) re: GMI public relations issues. | 0:48 | 475.00 | 380.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|----------|
| 09/24/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. Feinstein (PSZYJW) re: Curtis advance issues. | 0:12 | 475.00 | 95.00 |
| 09/24/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. Feinstein (PSZYJW) re: Quebecor/Curtis assignment. | 0:18 | 475.00 | 142.50 |
| 09/24/03 | S. Avila | Operations Mgmt & Analysis | Preparation of analysis and revised cash flow projections with respect to Curtis Advance; comparison of Curtis and GMI advance rates and impact on DIP loan balance. | 5:30 | 475.00 | 2,612.50 |
| 09/25/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:25 | 390.00 | 162.50 |
| 09/25/03 | D. Dixon | Operations Mgmt & Analysis | Respond to questions regarding August closing with J. LaGrotte and A. Maniscalco. | 0:20 | 390.00 | 130.00 |
| 09/25/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with K. Fuchs regarding employee benefit issues. | 0:05 | 390.00 | 32.50 |
| 09/25/03 | D. Dixon | Operations Mgmt & Analysis | Discuss and resolve issues relating to the August financial closing. | 0:45 | 390.00 | 292.50 |
| 09/25/03 | D. Dixon | Operations Mgmt & Analysis | Participate in the staff meeting. | 1:00 | 390.00 | 390.00 |
| 09/25/03 | JC Crouse | Operations Mgmt & Analysis | Discuss December pictorials with Jane Krynicki | 0:30 | 325.00 | 162.50 |
| 09/25/03 | JC Crouse | Operations Mgmt & Analysis | Review and analyze proposed compensation change for head of advertising | 1:10 | 325.00 | 379.17 |
| 09/25/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with editorial staff to review process for magazine production | 1:30 | 325.00 | 487.50 |
| 09/25/03 | JC Crouse | Operations Mgmt & Analysis | Conduct management staff meeting | 1:00 | 325.00 | 325.00 |
| 09/25/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for management staff meeting | 0:45 | 325.00 | 243.75 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Various telephone conversations with D. Porti (Curtis) re: Curtis advance for the period from 9/25-2/29. | 0:24 | 475.00 | 190.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: calculation of Curtis advance - estimated sell through and A/R. | 0:24 | 475.00 | 190.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: October and November production. | 0:30 | 475.00 | 237.50 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. Devino (GMI) re: issues with regard to Image Entertainment. | 0:24 | 475.00 | 190.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Review and execute Curtis/Quebecor assignment and stipulation. | 0:18 | 475.00 | 142.50 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail with respect to general day-to-day operations of the debtor. | 0:48 | 475.00 | 380.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Meeting with F. Devino (GMI) and A. Steiner re: proposal from Mr. Steiner re: GMI's video and broadcast business | 1:06 | 475.00 | 522.50 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to F. Sonnenfeld (Sonnenfeld) re: meeting on Monday 9/29. | 0:06 | 475.00 | 47.50 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: strategy for meeting on Monday 9/29. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Meeting with R. McEntee (GMI) re: advertising strategy and content for future issues. | 0:42 | 475.00 | 332.50 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and participate in Thursday staff meeting. | 0:54 | 475.00 | 427.50 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. Devino (GMI) re: discussions with Image Entertainment and follow-up on meeting with A. Steiner. | 0:36 | 475.00 | 285.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with representatives of NTS re: introductory meeting and understanding of current business relationship between NTS and GMI | 0:54 | 475.00 | 427.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with C. Crouse (CRP) re: restructuring of GMI organization. | 0:24 | 475.00 | 190.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to H. Halpner (GMI) re: weekly vendor call. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: advertising strategy and content. | 0:24 | 475.00 | 190.00 |
| 09/26/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/26/03 | D. Dixon | Operations Mgmt & Analysis | Review status of tax filings with S. Herman | 0:15 | 390.00 | 97.50 |
| 09/26/03 | D. Dixon | Operations Mgmt & Analysis | Organize and review accumulated memos and files | 0:45 | 390.00 | 292.50 |
| 09/26/03 | D. Dixon | Operations Mgmt & Analysis | Review August close results with A. Maniscalco. | 0:30 | 390.00 | 195.00 |
| 09/26/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with head of HR on advertising compensation change | 0:18 | 325.00 | 97.50 |
| 09/26/03 | JC Crouse | Operations Mgmt & Analysis | Telephone conversation with move team member | 0:24 | 325.00 | 130.00 |
| 09/26/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: preparation for meeting on Monday with constituencies. | 0:12 | 475.00 | 95.00 |
| 09/26/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversations with J. Gallo (GMI) re: status of communication with Curtis re: advances. | 0:18 | 475.00 | 142.50 |
| 09/26/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with representatives of Curtis and J. Gallo (GMI) re: Curtis advance. | 0:24 | 475.00 | 190.00 |
| 09/26/03 | S. Avila | Operations Mgmt & Analysis | Conference call with representatives of Curtis re: GMI advance | 0:30 | 475.00 | 237.50 |
| 09/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with D. Dixon (CRP) re: analysis of cash flow projections incorporating various advance scenarios. | 0:24 | 475.00 | 190.00 |
| 09/27/03 | S. Avila | Operations Mgmt & Analysis | Develop summary schedules comparing GMI and Curtis advance rates and impact on DIP loan balance | 1:30 | 475.00 | 712.50 |
| 09/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with representatives of Curtis re: comparison of Curtis advance as calculated by Curtis and GMI. | 0:30 | 475.00 | 237.50 |
| 09/29/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 09/29/03 | JC Crouse | Operations Mgmt & Analysis | Value add report input | 0:30 | 325.00 | 162.50 |
| 09/29/03 | JC Crouse | Operations Mgmt & Analysis | Document publication process for org assessment | 1:00 | 325.00 | 325.00 |
| 09/29/03 | JC Crouse | Operations Mgmt & Analysis | Review publication process for org assessment | 1:00 | 325.00 | 325.00 |
| 09/29/03 | JC Crouse | Operations Mgmt & Analysis | Review outputs from completed customer profile, ad revenue project | 1:00 | 325.00 | 325.00 |
| 09/29/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Homlish (GMI) re: content of upcoming magazines and misc. operational issues. | 0:54 | 475.00 | 427.50 |
| 09/29/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to e-mail and voice mails re: various operating issues. | 0:30 | 475.00 | 237.50 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Team meeting regarding various GMI issues | 1:00 | 390.00 | 390.00 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | GMI Staff meeting to discuss issues and projects. | 1:00 | 390.00 | 390.00 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Set up relationship with group handling bankruptcy schedule filings. | 0:20 | 390.00 | 130.00 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Review spreadsheets received from Dunlin, Recano - firm handling bankruptcy schedules. | 1:00 | 390.00 | 390.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Review August results with A. Maniscalco and B. Vazoulas. Manipulate the data for analysis, print results. | 0:30 | 390.00 | 195.00 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:15 | 390.00 | 97.50 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Phone meeting with insurance broker to discuss potential renewal options. | 0:10 | 390.00 | 65.00 |
| 09/30/03 | D. Dixon | Operations Mgmt & Analysis | Review trial balance for August | 1:00 | 390.00 | 390.00 |
| 09/30/03 | JC Crouse | Operations Mgmt & Analysis | Strategy planning meeting with DD, SA | 0:40 | 325.00 | 216.67 |
| 09/30/03 | JC Crouse | Operations Mgmt & Analysis | Board of Directors monthly report and Value add analysis | 1:45 | 325.00 | 568.75 |
| 09/30/03 | JC Crouse | Operations Mgmt & Analysis | Update action. issue. project logs for management team meeting | 0:50 | 325.00 | 270.83 |
| 09/30/03 | JC Crouse | Operations Mgmt & Analysis | Fix publication schedule in cash flow model | 0:30 | 325.00 | 162.50 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with L. Recano (D&R) re: assistance with the preparation of BK schedules | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Staff meeting with GMI management team re: operating issues. | 1:06 | 475.00 | 522.50 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management POY party. | 0:48 | 475.00 | 380.00 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: production schedule and material requirements for future issues. | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: production schedule and Curtis advance. | 0:24 | 475.00 | 190.00 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. Devino (GMI) re: Image Entertainment. | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with S. Duncan re: Canadian broadcast opportunity | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail and voice mail re: misc. operating issues. | 0:42 | 475.00 | 332.50 |
| 10/01/03 | D. Dixon | Operations Mgmt & Analysis | Meet with accounting team to discuss bankruptcy schedules and data needs. | 0:20 | 390.00 | 130.00 |
| 10/01/03 | D. Dixon | Operations Mgmt & Analysis | Meet with Dunlin, Recano regarding preparation of bankruptcy schedules and data needs. | 1:30 | 390.00 | 585.00 |
| 10/01/03 | D. Dixon | Operations Mgmt & Analysis | Review and strategize plan for finalizing August and September financial data and reports with A. Maniscalco and B. Vazoulas. | 1:00 | 390.00 | 390.00 |
| 10/01/03 | D. Dixon | Operations Mgmt & Analysis | Review August closing with A. Maniscalco for final revisions or questions. | 0:15 | 390.00 | 97.50 |
| 10/01/03 | D. Dixon | Operations Mgmt & Analysis | Review progress and respond to questions on month end closings with A. Maniscalco. | 0:20 | 390.00 | 130.00 |
| 10/01/03 | D. Dixon | Operations Mgmt & Analysis | Set up monthly operating report models for each of the entities that filed. | 1:00 | 390.00 | 390.00 |
| 10/01/03 | JC Crouse | Operations Mgmt & Analysis | Board of directors monthly report | 6:00 | 325.00 | 1,950.00 |
| 10/01/03 | JC Crouse | Operations Mgmt & Analysis | Get input from Peter Bloch on organization in editorial | 1:00 | 325.00 | 325.00 |
| 10/01/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Halpner to review organization in production | 1:00 | 325.00 | 325.00 |
| 10/01/03 | JC Crouse | Operations Mgmt & Analysis | Organization redesign | 0:45 | 325.00 | 243.75 |
| 10/01/03 | JC Crouse | Operations Mgmt & Analysis | Review of Video Business plan with Lagrotte | 0:30 | 325.00 | 162.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|----------|
| 10/01/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with L. Recano (DR) re: preparation of BK schedules. | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Operations Mgmt & Analysis | Discussion with C. Samel (GMI) re: post-petition licensing agreements. | 0:36 | 475.00 | 285.00 |
| 10/01/03 | S. Avila | Operations Mgmt & Analysis | Discussion with K. Fuchs (GMI) re: R. McEntee compensation adjustment. | 0:24 | 475.00 | 190.00 |
| 10/01/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: production of November issues. | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: expect content for upcoming issues. | 0:24 | 475.00 | 190.00 |
| 10/01/03 | S. Avila | Operations Mgmt & Analysis | Meeting with H. Halpner, C. Samel (GMI) and representatives of a Mexican printer re: alternative printing source. | 0:48 | 475.00 | 380.00 |
| 10/02/03 | JC Crouse | Operations Mgmt & Analysis | Monthly Board report - collect and include new information | 6:52 | 325.00 | 2,231.67 |
| 10/02/03 | JC Crouse | Operations Mgmt & Analysis | Organizational Redesign | 2:00 | 325.00 | 650.00 |
| 10/02/03 | D. Dixon | Operations Mgmt & Analysis | Lead GMI staff meeting | 0:30 | 390.00 | 195.00 |
| 10/02/03 | D. Dixon | Operations Mgmt & Analysis | Organize and send bankruptcy schedule data to Garden City Group, firm handling completion of the schedules. | 0:40 | 390.00 | 260.00 |
| 10/02/03 | D. Dixon | Operations Mgmt & Analysis | Review reporting needs with L. Sutter for completion of the statement of affairs. | 0:10 | 390.00 | 65.00 |
| 10/02/03 | S. Avila | Operations Mgmt & Analysis | Review and revise August/September GMI Board of Directors report | 1:06 | 475.00 | 522.50 |
| 10/03/03 | JC Crouse | Operations Mgmt & Analysis | Monthly Board report - collect and include new information | 0:30 | 325.00 | 162.50 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with L. Recano (D&R) re: preparation of Bankruptcy schedules. | 0:18 | 475.00 | 142.50 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with B. Vazoulas, L. Sutter and G. Rojas (GMI) re: Mexican Licensee | 0:24 | 475.00 | 190.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: restructuring strategy and programs to improve circulation. | 0:36 | 475.00 | 285.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: review plans for POY party, and advertising relationship strategy. | 0:48 | 475.00 | 380.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: update on DIP hearing and restructuring strategy. | 0:48 | 475.00 | 380.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Meeting with M. McNicholas (GMI) re: restructuring of Internet business unit and review third party customer service contract. | 0:36 | 475.00 | 285.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Review and revise Board of Directors monthly report for August and September | 1:12 | 475.00 | 570.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Review and revise GMI Board of Directors August/September monthly report. | 0:36 | 475.00 | 285.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Review potential video and broadcasting licensing opportunities. | 0:54 | 475.00 | 427.50 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Review various operating reports - production; sell through, | 0:36 | 475.00 | 285.00 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with P. Runko (Quebecor) re: post-petition assignment and stipulation. | 0:30 | 475.00 | 237.50 |
| 10/03/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with representatives of Clifford Paper re: October issues and November assignment. | 0:30 | 475.00 | 237.50 |
| 10/06/03 | JC Crouse | Operations Mgmt & Analysis | Development of plan for the week's activities with SA and DD | 1:30 | 325.00 | 487.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 10/06/03 | JC Crouse | Operations Mgmt & Analysis | Updates to Base Business plan on publication schedule changes since Sept. | 2:30 | 325.00 | 812.50 |
| 10/06/03 | JC Crouse | Operations Mgmt & Analysis | Updates to Restructured Business Plan - Cost reductions in production, headcount reductions | 7:30 | 325.00 | 2,437.50 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Discuss the licensing agreement/Status for Cigar mfg. with D. Meyer (GMI) | 0:24 | 475.00 | 190.00 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Review and comment on draft of Video/Broadcast business plan. | 0:48 | 475.00 | 380.00 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Review and revise 2004 base case business plan. | 0:48 | 475.00 | 380.00 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Review and revise Curtis Stipulation re: assignments | 0:24 | 475.00 | 190.00 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from M. McNicholas (GMI) re: outsourcing of customer service. | 0:18 | 475.00 | 142.50 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Review Customer Profile and Advertising Analysis prepared by R. McEntee (GMI) | 0:54 | 475.00 | 427.50 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Review summary of PT Showgirls licensing agreement. | 0:24 | 475.00 | 190.00 |
| 10/06/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to M. Greenwald (Image) re: distribution agreement. | 0:06 | 475.00 | 47.50 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Analyze data requirements for completing bankruptcy schedules. | 0:12 | 390.00 | 78.00 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Discuss data needs for completing bankruptcy schedules with S. Herman (GMI). | 0:06 | 390.00 | 39.00 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Email staff and team regarding status of bankruptcy schedules. | 0:06 | 390.00 | 39.00 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Meet with A. Maniscalco (GMI) to review Sep month end close and reporting requirements. | 0:30 | 390.00 | 195.00 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Participate in the Tuesday staff meeting. | 0:40 | 390.00 | 260.00 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:18 | 390.00 | 117.00 |
| 10/07/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:12 | 390.00 | 78.00 |
| 10/07/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 0:45 | 325.00 | 243.75 |
| 10/07/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Frank Devino, Jeff Lagrotte, Scott Avila on Video business plan | 0:18 | 325.00 | 97.50 |
| 10/07/03 | JC Crouse | Operations Mgmt & Analysis | Update action, issue, project log for Tuesday GMI Staff meeting, complete email and send to participants | 0:45 | 325.00 | 243.75 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Discussions with I. Baily (Financial Dynamics) re: GMI press release; review and revise various drafts of the press release. | 0:48 | 475.00 | 380.00 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: strategies and tactics to increase newsstand circulation; review detail geographic sell through data. | 1:06 | 475.00 | 522.50 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend GMI staff meeting. | 0:54 | 475.00 | 427.50 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mails with respect to the day-to-day operations of the business. | 0:42 | 475.00 | 332.50 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Review and revise base case operating plan for 2004. | 0:36 | 475.00 | 285.00 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Review and revise Curtis Assignment Stipulation | 0:42 | 475.00 | 332.50 |
| 10/07/03 | S. Avila | Operations Mgmt & Analysis | Review and revise weekly cash and operating report | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 10/08/03 | D. Dixon | Operations Mgmt & Analysis | Determine procedure for managing tax issues relating to payroll tax overpayment with B. Vazoulas (GMI) | 0:24 | 390.00 | 156.00 |
| 10/08/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 390.00 | 195.00 |
| 10/08/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:12 | 390.00 | 78.00 |
| 10/08/03 | D. Dixon | Operations Mgmt & Analysis | Supervise bankruptcy schedule completion with J. Winder, R. Galloway and S. Michaels. | 0:55 | 390.00 | 357.50 |
| 10/08/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Mike McNicholas to discuss Webmaster impacts in Restructured Business Plan financials for Internet business | 0:54 | 325.00 | 292.50 |
| 10/08/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with I. Baily (Financial Dynamics) re: revisions to Press release; distribute press release to R. Feinstein (PSZYJW) and discuss wit Rob. | 0:36 | 475.00 | 285.00 |
| 10/08/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: assignment stipulation | 0:24 | 475.00 | 190.00 |
| 10/08/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. Devino and J. LaGrotte (GMI) re: GMI broadcast and video strategy; Andrew Steiner proposal; Image Entertainment situation. | 1:18 | 475.00 | 617.50 |
| 10/08/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail re: day-to-day operations of GMI. | 0:36 | 475.00 | 285.00 |
| 10/08/03 | S. Avila | Operations Mgmt & Analysis | Review and revise 2004 restructured business plan | 0:42 | 475.00 | 332.50 |
| 10/09/03 | D. Dixon | Operations Mgmt & Analysis | Analyze AR aging schedules and other data for quarterly US Trustee report. | 0:24 | 390.00 | 156.00 |
| 10/09/03 | D. Dixon | Operations Mgmt & Analysis | Determine report and closing requirements for Aug and Sep, discuss with A. Maniscalco (GMI) | 0:24 | 390.00 | 156.00 |
| 10/09/03 | D. Dixon | Operations Mgmt & Analysis | Participate in Thursday staff meeting. | 0:30 | 390.00 | 195.00 |
| 10/09/03 | D. Dixon | Operations Mgmt & Analysis | Supervise bookkeeping entries required for Aug and Sep close, review with A. Maniscalco and J. Winder. | 0:12 | 390.00 | 78.00 |
| 10/09/03 | D. Dixon | Operations Mgmt & Analysis | Support efforts in bringing state and local tax reporting current. Review status and needs with S. Herman. | 0:24 | 390.00 | 156.00 |
| 10/09/03 | D. Dixon | Operations Mgmt & Analysis | Update and send update litigation files to G. Ziegler (Garden City-GCG) | 0:12 | 390.00 | 78.00 |
| 10/09/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 1:00 | 325.00 | 325.00 |
| 10/09/03 | JC Crouse | Operations Mgmt & Analysis | Update action, issue, project log for Thursday GMI Staff meeting, complete email and send to participants | 0:30 | 325.00 | 162.50 |
| 10/13/03 | S. Avila | Operations Mgmt & Analysis | Review and revise base case business plan; | 1:30 | 475.00 | 712.50 |
| 10/13/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with P. Runko (Quebecor) re: printing of GMI products. | 0:24 | 475.00 | 190.00 |
| 10/13/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with S. Michaels (GMI) re: review of outstanding due diligence issues. | 0:18 | 475.00 | 142.50 |
| 10/13/03 | S. Avila | Operations Mgmt & Analysis | Various telephone calls to T. Andrews (GMI) re: Status update. | 0:18 | 475.00 | 142.50 |
| 10/14/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to various emails | 0:24 | 390.00 | 156.00 |
| 10/14/03 | D. Dixon | Operations Mgmt & Analysis | Supervise collection of additional data for MOR's. | 0:24 | 390.00 | 156.00 |
| 10/14/03 | D. Dixon | Operations Mgmt & Analysis | Supervise data collection and adjustments for closing September 2003 | 2:00 | 390.00 | 780.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 10/14/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with C. Crouse on critical operations issues | 0:06 | 390.00 | 39.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with Dan Dixon on critical operations issues | 0:06 | 325.00 | 32.50 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Telecon with Scott Avila re POY party | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Telecon with Scott Avila re Quebecor approval of Assignment | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Hal Halpner re Quebecor approval of Assignment | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Review and respond to various emails on operational issues | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Run wire transfer to Quebecor to keep Girls of Penthouse on the press run | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Telecon with Brian O'Sullivan (Clifford) re Quebecor approval of Assignment | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Telecon with Deirdre Farley (attorney) re Quebecor approval of Assignment | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Telecon with Ian Bailey re press release on POY party | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Operations Mgmt & Analysis | Telecon with Paul Runko re Quebecor approval of Assignment | 0:24 | 325.00 | 130.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with C. Crouse (CRP) re: discussions of base case business model. | 0:24 | 475.00 | 190.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Review and revise base case business model | 0:48 | 475.00 | 380.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Clifford (Texterity) re: on-line proposal. | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Cigar licensee | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. McEntee (GMI) re: Pet of the Year Party. | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Duncan (TEN) re: broadcasting opportunity | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with D. Meyer (GMI) re: Pet of the Year Party. | 0:36 | 475.00 | 285.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with H. Halpner (GMI) re: status of October and November issues; Curtis assignment. | 0:24 | 475.00 | 190.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with I Baily (FD) re: revisions to press release. | 0:24 | 475.00 | 190.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Gallo (GMI) re: Curtis issues. | 0:18 | 475.00 | 142.50 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. McEntee (GMI) re: compensation and promotion. | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. McEntee (GMI) re: Pet of the Year Party; advertising; and compensation issues. | 0:36 | 475.00 | 285.00 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Homlish (GMI) re: meeting with B. Guccione re: operational issues. | 0:18 | 475.00 | 142.50 |
| 10/14/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: sale process. | 0:12 | 475.00 | 95.00 |
| 10/15/03 | D. Dixon | Operations Mgmt & Analysis | Follow up on accounting issues with A. Maniscalco regarding Sep close. | 0:12 | 390.00 | 78.00 |
| 10/15/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to employee and lender emails. | 0:24 | 390.00 | 156.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 10/15/03 | D. Dixon | Operations Mgmt & Analysis | Review details of Aug/Sep results and follow up with A. Maniscalco. | 0:12 | 390.00 | 78.00 |
| 10/15/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with Hal Halpner re assignment with Quebecor | 0:12 | 325.00 | 65.00 |
| 10/15/03 | S. Avila | Operations Mgmt & Analysis | Review CRP invoices for August and September | 0:30 | 475.00 | 237.50 |
| 10/15/03 | S. Avila | Operations Mgmt & Analysis | Review drafts of schedules for various debtor entities. | 0:48 | 475.00 | 380.00 |
| 10/15/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Dixon (CRP) re: Curtis advance payment on October issues. | 0:06 | 475.00 | 47.50 |
| 10/15/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Cigar licensee | 0:06 | 475.00 | 47.50 |
| 10/15/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from P. Bloch (GMI) re: industry information. | 0:12 | 475.00 | 95.00 |
| 10/15/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to M. Greenwald (Image) re: contractual relationship with GMI | 0:24 | 475.00 | 190.00 |
| 10/16/03 | D. Dixon | Operations Mgmt & Analysis | Provide Curtis advance info and analysis to B. Vazoulas and discuss results. | 0:12 | 390.00 | 78.00 |
| 10/16/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate management team meeting | 0:48 | 325.00 | 260.00 |
| 10/16/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for twice a week management meeting - review and edit action, issue and project logs , cash statements | 0:36 | 325.00 | 195.00 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Cigar licensee. | 0:18 | 475.00 | 142.50 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Calvosa (GMI) re: International Publishing Projects | 0:12 | 475.00 | 95.00 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (CRP) re: Image Entertainment | 0:12 | 475.00 | 95.00 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Dixon (CRP) re: Curtis Advance | 0:18 | 475.00 | 142.50 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Verisign | 0:12 | 475.00 | 95.00 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) RE: GMI Broadcast Media | 0:12 | 475.00 | 95.00 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review proposal for to manage GMI's internet operations. | 0:36 | 475.00 | 285.00 |
| 10/16/03 | S. Avila | Operations Mgmt & Analysis | Review various correspondence from D. Dixon (CRP) re: Curtis payment on advance for October issues. | 0:48 | 475.00 | 380.00 |
| 10/17/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with Frank Devino re Image Contract | 0:30 | 325.00 | 162.50 |
| 10/17/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with Frank Devino re restructured business plan | 0:12 | 325.00 | 65.00 |
| 10/17/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail regarding day-to-day operating issues. | 0:36 | 475.00 | 285.00 |
| 10/17/03 | S. Avila | Operations Mgmt & Analysis | Review base case business plan. | 0:36 | 475.00 | 285.00 |
| 10/17/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: Forum Licensee | 0:18 | 475.00 | 142.50 |
| 10/20/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with M. Hachikian (Cigar Distributor) regarding contract and receivables. | 0:36 | 390.00 | 234.00 |
| 10/20/03 | D. Dixon | Operations Mgmt & Analysis | Obtain print out for detailed AP balances as of 9/30 and 8/12. | 0:12 | 390.00 | 78.00 |
| 10/20/03 | D. Dixon | Operations Mgmt & Analysis | Outline payment procedures for payroll adjustments. | 0:18 | 390.00 | 117.00 |
| 10/20/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:42 | 390.00 | 273.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 10/20/03 | JC Crouse | Operations Mgmt & Analysis | Review of critical ops issues with Dan Dixon | 0:06 | 325.00 | 32.50 |
| 10/20/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: status of proposal to shift printing of Girls of Penthouse to Mexico | 0:18 | 475.00 | 142.50 |
| 10/20/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Sutter (GMI) re: Cigar licensee; and Ten Broadcasting opportunity; communication from A. Guccione. | 0:36 | 475.00 | 285.00 |
| 10/20/03 | S. Avila | Operations Mgmt & Analysis | Draft communication to R. McEntee (GMI) re: status of Pet of the Year Party. | 0:06 | 475.00 | 47.50 |
| 10/20/03 | S. Avila | Operations Mgmt & Analysis | Meeting with licensee for Penthouse Cigars. | 1:06 | 475.00 | 522.50 |
| 10/20/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to M. Greenwald of Image Entertainment re: post-petition video distribution. | 0:12 | 475.00 | 95.00 |
| 10/20/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with P. Runko (Quebecor) re: status of November Assignment; | 0:12 | 475.00 | 95.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Participate in GMI staff meeting. | 1:00 | 390.00 | 390.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Review and update Aug/Sep financial data based on discussions with A. Maniscalco. | 0:36 | 390.00 | 234.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Review status of bank reconciliations with accounting staff and offer additional data. Discuss October closing procedures. | 0:18 | 390.00 | 117.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Review tax issues and status with S. Herman | 0:12 | 390.00 | 78.00 |
| 10/21/03 | D. Dixon | Operations Mgmt & Analysis | Strategize with B. Vazoulas the presentation of financial data for the schedules and discuss banking/control agreements. | 0:24 | 390.00 | 156.00 |
| 10/21/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Dan Dixon re schedules | 0:06 | 325.00 | 32.50 |
| 10/21/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with George Rojas re Mexico licensee | 0:24 | 325.00 | 130.00 |
| 10/21/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 1:00 | 325.00 | 325.00 |
| 10/21/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Scott Avila - review of restructured bus plan | 0:12 | 325.00 | 65.00 |
| 10/21/03 | JC Crouse | Operations Mgmt & Analysis | Prepare action, issue and project lists for staff meeting | 0:18 | 325.00 | 97.50 |
| 10/21/03 | JC Crouse | Operations Mgmt & Analysis | Reformat base case business plan | 0:42 | 325.00 | 227.50 |
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: Bankruptcy schedules and statement of Financial affairs. | 0:18 | 475.00 | 142.50 |
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Meeting with C. Crouse - review of restructured bus plan | 0:12 | 475.00 | 95.00 |
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Meyer (GMI) re: Cigar Licensee | 0:18 | 475.00 | 142.50 |
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: misc. operating issues. | 1:06 | 475.00 | 522.50 |
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Read and respond to various e-mail communication re: misc. operating issues. | 0:30 | 475.00 | 237.50 |
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Review and comment on proposal to outsource internet customer service department. | 0:36 | 475.00 | 285.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|----------|
| 10/21/03 | S. Avila | Operations Mgmt & Analysis | Review misc. operating reports re: production data and sell through results. | 0:24 | 475.00 | 190.00 |
| 10/22/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with George Rojas re NTS | 0:18 | 325.00 | 97.50 |
| 10/22/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse (CRP) re: outline of proposal for Penthouse On-line | 0:06 | 475.00 | 47.50 |
| 10/22/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse (CRP) re: restructuring base case business model | 0:06 | 475.00 | 47.50 |
| 10/22/03 | S. Avila | Operations Mgmt & Analysis | Meeting Kyle Ryan (GMI) re: discussions regarding future direction and strategy of GMI. | 1:18 | 475.00 | 617.50 |
| 10/22/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to misc. e-mail communication regarding various operating issues. | 0:30 | 475.00 | 237.50 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Create base case business plan review packages for staff meeting | 1:24 | 325.00 | 455.00 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Enter changes to Base Business plan based on staff review and feedback, update all documentation | 4:30 | 325.00 | 1,462.50 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Frank Devino and Jeff Lagrotte re Video and Broadcast business plan | 0:35 | 325.00 | 189.58 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with George Rojas re Hungarian licensee, NTS, Internet | 0:48 | 325.00 | 260.00 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Jeff Lagrotte to discuss base business plan for video and broadcast business | 0:30 | 325.00 | 162.50 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Staff meeting - review of base business plan | 1:00 | 325.00 | 325.00 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Update action issue and project logs for staff meeting | 0:24 | 325.00 | 130.00 |
| 10/23/03 | JC Crouse | Operations Mgmt & Analysis | Write and deliver NDA to Web Development supplier | 0:24 | 325.00 | 130.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review and revise restructuring business plan and associated assumptions. | 0:24 | 475.00 | 190.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from A. Guccione re: restructuring comments. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (CRP) re: weekly management meeting. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from I. Bailey (FD) re: meeting to discuss GMI's public relations. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Gentlemen's club agreements. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: VCG licensee proposal. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: gentlemen's club agreement. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from V. Zdrok (GMI) re: proposed column. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Review internet business unit operating business plan and action items. | 0:18 | 475.00 | 142.50 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Telephone call to M. Greenwald (Image) re: post-petition video distribution. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Homlish (GMI) re: meeting with B. Guccione and misc. operating issues. | 0:24 | 475.00 | 190.00 |
| 10/26/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail correspondence re: misc. operating issues. | 0:48 | 475.00 | 380.00 |
| 10/27/03 | D. Dixon | Operations Mgmt & Analysis | Team meeting (S. Avila, C. Crouse and D. Dixon) to discuss issues and actions. | 1:00 | 390.00 | 390.00 |
| 10/27/03 | D. Dixon | Operations Mgmt & Analysis | Discuss company's SEC reporting requirements and status with B. Vazoulas. | 0:18 | 390.00 | 117.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 10/27/03 | D. Dixon | Operations Mgmt & Analysis | Follow up on bank reconciliations and discuss October closing with A. Maniscalco and B. Vazoulas. | 0:36 | 390.00 | 234.00 |
| 10/27/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:18 | 390.00 | 117.00 |
| 10/27/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to employee emails | 0:36 | 390.00 | 234.00 |
| 10/27/03 | D. Dixon | Operations Mgmt & Analysis | Review AR collections forecast and email additional questions to D. Brennan. | 0:18 | 390.00 | 117.00 |
| 10/27/03 | JC Crouse | Operations Mgmt & Analysis | Develop weekly plan with Scott Avila, Dan Dixon on operational issues, restructuring issues and sale of business | 1:00 | 325.00 | 325.00 |
| 10/27/03 | JC Crouse | Operations Mgmt & Analysis | All employee meeting to provide update on bankruptcy | 0:18 | 325.00 | 97.50 |
| 10/27/03 | JC Crouse | Operations Mgmt & Analysis | Make updates to Base Business Plan based on meetings with employees | 2:36 | 325.00 | 845.00 |
| 10/27/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Frank Devino and Jeff Lagrotte re Video business base plan assumptions | 0:12 | 325.00 | 65.00 |
| 10/27/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Kathy Fuchs on corporate base plan assumptions | 0:12 | 325.00 | 65.00 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Team meeting (S. Avila, C. Crouse and D. Dixon) to discuss issues and actions. | 1:00 | 475.00 | 475.00 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. DeVino (GMI) re: recap discussions with M. Greenwald and layout actions for post-petition video distribution. | 0:30 | 475.00 | 237.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: Clifford Paper's request for modification of assignment agreement. | 0:18 | 475.00 | 142.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: production of December publications. | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to Jane & Susan re: meeting with B. Guccione | 0:06 | 475.00 | 47.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend employee meeting | 1:30 | 475.00 | 712.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J. Lagrotte (GMI) re: Korea license arrangement. | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Michaels (GMI) re: modifications to investor tracking information. | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with M. Greenwald (Image) re: post-petition video distribution. | 0:18 | 475.00 | 142.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with B. Castardi (Curtis) re: Clifford request to modify Curtis assignment agreement. | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with B. O'Sullivan (Clifford Paper) re: request to modify assignment agreement. | 0:18 | 475.00 | 142.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with F. Sonnenfeld (Curtis' Counsel) re: Clifford's request to modify assignment agreement. | 0:18 | 475.00 | 142.50 |
| 10/27/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with M. Tucker (Topco Sales) re: Topco is a vendor to GMI- discussed current and future status of GMI | 0:24 | 475.00 | 190.00 |
| 10/28/03 | D. Dixon | Operations Mgmt & Analysis | Discuss and strategize advertiser management issues with R. McEntee. | 0:36 | 390.00 | 234.00 |
| 10/28/03 | D. Dixon | Operations Mgmt & Analysis | Email J. Naccarato regarding clarification of financial reporting requirements. | 0:06 | 390.00 | 39.00 |
| 10/28/03 | D. Dixon | Operations Mgmt & Analysis | Participate in the Tuesday staff meeting. | 0:42 | 390.00 | 273.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 10/28/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:18 | 390.00 | 117.00 |
| 10/28/03 | D. Dixon | Operations Mgmt & Analysis | Review and strategize the computer problems with B. Vazoulas. | 0:24 | 390.00 | 156.00 |
| 10/28/03 | JC Crouse | Operations Mgmt & Analysis | Facilitated 2X weekly staff meeting | 1:00 | 325.00 | 325.00 |
| 10/28/03 | JC Crouse | Operations Mgmt & Analysis | Meet with Jerry Golding (Club licensee) on plans to increase brand recognition through clubs | 0:30 | 325.00 | 162.50 |
| 10/28/03 | JC Crouse | Operations Mgmt & Analysis | Meet with Stephen Herman on NTS issues | 0:06 | 325.00 | 32.50 |
| 10/28/03 | JC Crouse | Operations Mgmt & Analysis | Met with Frank Devino on Image Entertainment resolution of royalty payment | 0:20 | 325.00 | 108.33 |
| 10/28/03 | JC Crouse | Operations Mgmt & Analysis | Met with Stephen Herman on NTS Issue resolution of issues | 0:24 | 325.00 | 130.00 |
| 10/28/03 | JC Crouse | Operations Mgmt & Analysis | Revise action issue and project log for review with staff | 0:24 | 325.00 | 130.00 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo re: historical special issue sell through. | 0:18 | 475.00 | 142.50 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Discussions with representatives of Clifford Paper re: modifications to Curtis assignment agreement. | 0:24 | 475.00 | 190.00 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Cavanaugh (GMI) re: termination of GMI life-time internet subscribers. | 0:36 | 475.00 | 285.00 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. DeVino (GMI) re: Video/Broadcast issues and Image arrangement. | 0:48 | 475.00 | 380.00 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to misc. e-mail regarding operational issues. | 0:36 | 475.00 | 285.00 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J. Gallo (GMI) re: information request regarding historical special issue sell through. | 0:18 | 475.00 | 142.50 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: payment of franchise taxes. | 0:06 | 475.00 | 47.50 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Moore (GMI) re: meeting with Bob. | 0:06 | 475.00 | 47.50 |
| 10/28/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from V. Zdrok (GMI) re: idea for column | 0:18 | 475.00 | 142.50 |
| 10/29/03 | D. Dixon | Operations Mgmt & Analysis | Coordinate reporting needs with A. Maniscalco and B. Vazoulas | 0:36 | 390.00 | 234.00 |
| 10/29/03 | D. Dixon | Operations Mgmt & Analysis | Prepare outline detailing tasks for transitioning the company to new ownership. | 1:42 | 390.00 | 663.00 |
| 10/29/03 | JC Crouse | Operations Mgmt & Analysis | Create presentation to Chairman on Base Business Case | 0:48 | 325.00 | 260.00 |
| 10/29/03 | JC Crouse | Operations Mgmt & Analysis | Discuss All Media Storage issue with Frank Devino and Jeff Lagrotte | 0:18 | 325.00 | 97.50 |
| 10/29/03 | JC Crouse | Operations Mgmt & Analysis | Draft e mail to Rob Feinstein re NTS contract and issues | 0:06 | 325.00 | 32.50 |
| 10/29/03 | JC Crouse | Operations Mgmt & Analysis | Review Base Business Plan with Bill Vazoulas | 0:48 | 325.00 | 260.00 |
| 10/29/03 | JC Crouse | Operations Mgmt & Analysis | Review changes to Base Business model for Video Business with Jeff Lagrotte | 0:24 | 325.00 | 130.00 |
| 10/29/03 | JC Crouse | Operations Mgmt & Analysis | Review NTS contract payment schedules and correspondence in advance of conference call | 1:00 | 325.00 | 325.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: Circle K | 0:24 | 475.00 | 190.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Sutter (GMI) re: misc. legal issues | 0:36 | 475.00 | 285.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. McNicholas (GMI) re: DHD contract. | 0:42 | 475.00 | 332.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (GMI) re: termination of Penthouse internet's life-time members. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Meeting with representatives of Transcon printing re: printing of GMI publications. | 1:30 | 475.00 | 712.50 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Read and respond to various communications with S. Moore and J. Homlish (GMI) re: meeting with B. Guccione. | 0:48 | 475.00 | 380.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review and revise various financial projections and the supporting schedules and assumptions that support the assumptions. | 1:36 | 475.00 | 760.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review closing checklist prepared by D. Dixon (CRP) | 0:18 | 475.00 | 142.50 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from C. Crouse (CRP) re: NTS Issues. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from D. Meyer (GMI) re: Advertisement for gentlemen's club. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from L. Sutter (GMI) re: Penthouse Executive Clubs. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from M. McNicholas (GMI) re: Penthouse internet site's life time members. | 0:18 | 475.00 | 142.50 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from M. Hachikian re: Penthouse Cigars. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from M. McNicholas (GMI) re: DHD media contract. | 0:18 | 475.00 | 142.50 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review drafts of presentations for B. Guccione. | 0:36 | 475.00 | 285.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review various communications from M. Hachikan re: Penthouse Cigars. | 0:18 | 475.00 | 142.50 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Review various communications from P. Block (GMI) re: Industry news. | 0:36 | 475.00 | 285.00 |
| 10/29/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: litigation with club licensee. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | D. Dixon | Operations Mgmt & Analysis | Discuss October closing, September 10Q and other reporting issues with A. Maniscalco and B. Vazoulas (GMI). | 0:48 | 390.00 | 312.00 |
| 10/30/03 | D. Dixon | Operations Mgmt & Analysis | Participate in GMI staff meeting. | 0:48 | 390.00 | 312.00 |
| 10/30/03 | JC Crouse | Operations Mgmt & Analysis | Develop action issue and project log for staff meeting | 0:24 | 325.00 | 130.00 |
| 10/30/03 | JC Crouse | Operations Mgmt & Analysis | Discuss payment of Hank Londoner to release Image royalties | 0:06 | 325.00 | 32.50 |
| 10/30/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 0:48 | 325.00 | 260.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Discussion with L. Sutter (GMI) re: misc. legal issues - Penthouse Cigars, NTS, Cleveland licensee, etc. | 0:30 | 475.00 | 237.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: misc. Curtis issues. | 0:18 | 475.00 | 142.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. McNicholas re: review of DHD contract and status of execution by B. Guccione. | 0:18 | 475.00 | 142.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: Advertising for January and February issues. | 0:30 | 475.00 | 237.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: cash flow projections. | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: Horizon Paper | 0:06 | 475.00 | 47.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|----------------------------|---|------|--------|--------|
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon (CRP) re: professional fees. | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to P. Block (GMI) re: article by V. Zdrok. | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to P. Block (GMI) re: column idea from Victoria Zdrok | 0:18 | 475.00 | 142.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to P. Enright (Clifford) re: GMI assignment. | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re: GMI operation meeting with Bob. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to R. Feinstein (PSZYJW) re: Update from Private Media | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Meeting with M. McNicholas (GMI) re: management of internet group and 2004 business plan. | 0:48 | 475.00 | 380.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Preparation for operational meeting with B. Guccione | 0:30 | 475.00 | 237.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Prepare for attend GMI management meeting. | 1:06 | 475.00 | 522.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review and revise action log for PSZYJW firm. | 0:18 | 475.00 | 142.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review and revise restructured organization staffing as outlined in various restructuring alternatives. | 0:24 | 475.00 | 190.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from J.C. Crouse (CRP) re: Horizon Paper. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from R. Feinstein (PSZYJW) re: DHD contract | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Michaels (GMI) re: Gentlemen's club contract. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from S. Moore (GMI) re: meeting with B. Guccione | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Review draft revisions to the Curtis assignment as proposed by Clifford Paper. | 0:24 | 475.00 | 190.00 |
| 10/30/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with J. Naccarato (Cerberus) re: status of potential investors; review restructuring scenarios. | 0:18 | 475.00 | 142.50 |
| 10/31/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various communications re: misc. operation issues. | 0:36 | 475.00 | 285.00 |
| 11/03/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to email and phone messages. | 0:42 | 390.00 | 273.00 |
| 11/03/03 | D. Dixon | Operations Mgmt & Analysis | Strategize best method for reporting monthly results with B. Vazoulas and A. Maniscalco. Receive data and update actual results in earlier model. | 1:18 | 390.00 | 507.00 |
| 11/03/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with S. Avila regarding restructuring issues and other operational items. | 0:36 | 390.00 | 234.00 |
| 11/03/03 | D. Dixon | Operations Mgmt & Analysis | Determine status of assignment for Clifford Paper with H. Halpner. | 0:24 | 390.00 | 156.00 |
| 11/03/03 | D. Dixon | Operations Mgmt & Analysis | Phone meeting with D. Crocetti (Curtis) regarding upcoming issues. Request follow up info from J. Gallo and H. Halpner. | 0:24 | 390.00 | 156.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Meeting with S. Avila regarding restructuring issues and other operational items. | 0:36 | 475.00 | 285.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: revised Curtis Assignment | 0:24 | 475.00 | 190.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. McNicholas (GMI) re: Outsourcing of internet operations. | 0:36 | 475.00 | 285.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to GMI Board of Directors re: Business Plan scenarios and financial projections. | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|----------------------------|---|------|--------|--------|
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to J. La Grotte (GMI) re: Image Entertainment. | 0:06 | 475.00 | 47.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to L. Sutter (GMI) re: litigation against Cleveland licensee. | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to M. Hachikian re: schedule of conference call. | 0:06 | 475.00 | 47.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to M. McNicholas (GMI) re: Internet lifetime members. | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to M. McNicholas (GMI) re: Outsource proposal for Penthouse on-line. | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to representatives of Curtis re: Clifford modification to the assignment. . | 0:18 | 475.00 | 142.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to S. Michaels (GMI) re: litigation against Cleveland license | 0:06 | 475.00 | 47.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail's regarding operating issues. | 0:30 | 475.00 | 237.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Review Clifford revised assignment agreement. | 0:30 | 475.00 | 237.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Review information request from Electronic Group re: outsourcing of internet operations. | 0:30 | 475.00 | 237.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Review letter of understanding between Image Entertainment and GMI | 0:30 | 475.00 | 237.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Review presentation and supporting data from Cigar licensee in preparation of conference call on 11/4 | 0:48 | 475.00 | 380.00 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Review revisions to Curtis assignment as amended by Clifford, and distribute to Curtis. | 0:18 | 475.00 | 142.50 |
| 11/03/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: review various financial projections and business plan scenarios. | 0:36 | 475.00 | 285.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with P. Bloch (GMI) regarding executory contracts, define and explain. | 0:24 | 390.00 | 156.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with R. McEntee regarding executory contracts, clarify and determine acceptance/rejection. | 0:24 | 390.00 | 156.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Lead Tuesday staff meeting. | 1:00 | 390.00 | 390.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Organize paperwork for the Tuesday staff meeting, update logs and cash flow discussion document. | 0:30 | 390.00 | 195.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Phone conference with S. Avila and M. Hachikian (Club de Player) regarding future relationship with Club de Player and GMI. | 0:30 | 390.00 | 195.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:36 | 390.00 | 234.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Review checklist for bankruptcy issues/tasks with S. Avila including winding down inactive corporations, finishing up accept/reject contracts, etc. | 0:30 | 390.00 | 195.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Set up process for accepting or rejecting executory contracts. Distribute process plan and list of contracts to staff. | 1:12 | 390.00 | 468.00 |
| 11/04/03 | D. Dixon | Operations Mgmt & Analysis | Coordinate and discuss warehouse space in the UK and New Jersey with J. Lagrotte, G. Rojas, R. Galloway and F. Devino. Develop and distribute plan. | 0:36 | 390.00 | 234.00 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: review and revisions of the Circle K presentation. | 0:42 | 475.00 | 332.50 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo, R. McEntee and L. Sutter re: Cigar license termination. | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|----------------------------|--|------|--------|--------|
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to Curtis, Curtis' counsel and Clifford re: modification to the assignment. | 0:24 | 475.00 | 190.00 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to GMI management re: management meeting. | 0:12 | 475.00 | 95.00 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to L. Sutter re: termination of Cigar license arrangement. | 0:24 | 475.00 | 190.00 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Preparation for meeting with B. Guccione re: operational issues. | 0:18 | 475.00 | 142.50 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend Tuesday GMI management meeting. | 1:00 | 475.00 | 475.00 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail communications re: misc. operating issues | 0:42 | 475.00 | 332.50 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to M. McNicholas (GMI) re: termination of life-time internet members. | 0:18 | 475.00 | 142.50 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Telephone conference with M. Hachikian re: Cigar licensing program; | 0:48 | 475.00 | 380.00 |
| 11/04/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversations with J. Golding re: Cigar licensing agreement. | 0:18 | 475.00 | 142.50 |
| 11/05/03 | D. Dixon | Operations Mgmt & Analysis | Discuss executory contracts with F. Devino (GMI) and with M. McNicholas (GMI) | 0:24 | 390.00 | 156.00 |
| 11/05/03 | D. Dixon | Operations Mgmt & Analysis | Follow up discussion with J. Lagrotte regarding closing the UK warehouse and transferring inventory to the US. | 0:12 | 390.00 | 78.00 |
| 11/05/03 | D. Dixon | Operations Mgmt & Analysis | Manage personnel change issues with legal department. | 0:12 | 390.00 | 78.00 |
| 11/05/03 | D. Dixon | Operations Mgmt & Analysis | Participate in department head meeting regarding restructuring plans. | 0:36 | 390.00 | 234.00 |
| 11/05/03 | D. Dixon | Operations Mgmt & Analysis | Review and discuss financial statement issues for Aug & Sep with A. Maniscalco | 0:24 | 390.00 | 156.00 |
| 11/05/03 | D. Dixon | Operations Mgmt & Analysis | Review new contract for Penthouse Mexico with G. Rojas and B. Vazoulas. | 0:18 | 390.00 | 117.00 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Discussions with G. Rojas (GMI) re: licensing for 2004. | 0:30 | 475.00 | 237.50 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (Cerberus) re: review and revise Circle K presentation. | 0:30 | 475.00 | 237.50 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Discussions with P Block (GMI) re: Planning for 2004 | 0:36 | 475.00 | 285.00 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: Planning for 2004 - (Revenue Enhancement/Cost Reduction) | 1:06 | 475.00 | 522.50 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend meeting with B. Guccione re: cost reduction opportunities and planning for 2004. | 2:00 | 475.00 | 950.00 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Review and revise Clifford letter agreement re: Curtis assignment. | 0:42 | 475.00 | 332.50 |
| 11/05/03 | S. Avila | Operations Mgmt & Analysis | Review and revise weekly operating report | 0:42 | 475.00 | 332.50 |
| 11/06/03 | D. Dixon | Operations Mgmt & Analysis | Draft email to J. Naccarato (Cerberus) outlining key items from financial results through Sep03. | 0:18 | 390.00 | 117.00 |
| 11/06/03 | D. Dixon | Operations Mgmt & Analysis | Participate in Thursday staff meeting. | 0:42 | 390.00 | 273.00 |
| 11/06/03 | D. Dixon | Operations Mgmt & Analysis | Review action, issue & project logs with S. Michaels (GMI) | 0:24 | 390.00 | 156.00 |
| 11/06/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:36 | 390.00 | 234.00 |
| 11/06/03 | D. Dixon | Operations Mgmt & Analysis | Review executory contracts with F. Devino. | 0:18 | 390.00 | 117.00 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Discussion with R. McEntee (GMI) re: Canadian ad sales, closing of January book, Planning for 2004 | 0:42 | 475.00 | 332.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|----------------------------|--|------|--------|--------|
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: discussions with Transcon and misc. issues pertaining to Stand Alone. | 0:30 | 475.00 | 237.50 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: review and revise Circle K presentation. | 0:48 | 475.00 | 380.00 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Discussions with Lainie Spesier (GMI) re: Planning for 2004 | 0:48 | 475.00 | 380.00 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. McNicholas (GMI) re: DHD implementation. | 0:30 | 475.00 | 237.50 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: operational and restructuring issues. | 1:06 | 475.00 | 522.50 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Meeting with representatives of Transcon re: various printing issues. | 1:30 | 475.00 | 712.50 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Review revised letter agreement with Clifford and execute | 0:24 | 475.00 | 190.00 |
| 11/06/03 | S. Avila | Operations Mgmt & Analysis | Review YTD financial performance | 0:36 | 475.00 | 285.00 |
| 11/07/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: GMI public relations issues. | 0:12 | 475.00 | 95.00 |
| 11/07/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail re: day to day operating issues. | 0:18 | 475.00 | 142.50 |
| 11/10/03 | D. Dixon | Operations Mgmt & Analysis | Discuss executory accept/reject process with J. Gallo (GMI). Discuss possible outcomes if major contracts were rejected. | 0:36 | 390.00 | 234.00 |
| 11/10/03 | D. Dixon | Operations Mgmt & Analysis | Modify Sep03 monthly operating reports (MORs) to set up boiler plate models for Oct 03 results. | 1:42 | 390.00 | 663.00 |
| 11/10/03 | D. Dixon | Operations Mgmt & Analysis | Compare daily cash reporting balances to supporting detail and summarize variances, modify reports. | 0:48 | 390.00 | 312.00 |
| 11/10/03 | D. Dixon | Operations Mgmt & Analysis | Coordinate month end reporting needs with D. Brennan, S. Herman, M. Cruz and J. Winder. | 0:36 | 390.00 | 234.00 |
| 11/10/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to various emails. | 0:36 | 390.00 | 234.00 |
| 11/10/03 | D. Dixon | Operations Mgmt & Analysis | Review financial reporting status with A. Maniscalco (GMI) and provide direction and support. | 0:36 | 390.00 | 234.00 |
| 11/10/03 | S. Avila | Operations Mgmt & Analysis | Discussion with R. Feinstein (PSZYJW) re: organizational changes at Penthouse International. | 0:36 | 475.00 | 285.00 |
| 11/10/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: preparation for Circle K presentation. | 0:36 | 475.00 | 285.00 |
| 11/10/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. LaGrotte (GMI) re: UK warehouse and Caligula material. | 0:18 | 475.00 | 142.50 |
| 11/10/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. Feinstein (PSZYJW) re: Penthouse International. | 0:18 | 475.00 | 142.50 |
| 11/10/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various communications re: Penthouse International. | 0:24 | 475.00 | 190.00 |
| 11/10/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail correspondence re: day-to-day operating issues. | 0:36 | 475.00 | 285.00 |
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Follow up with A. Maniscalco regarding financials for Oct03. | 0:12 | 390.00 | 78.00 |
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Meet with A. Maniscalco to discuss status and issues of Oct 03 financials. | 0:24 | 390.00 | 156.00 |
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Participate in Tuesday staff meeting. | 1:12 | 390.00 | 468.00 |
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Prepare and provide supporting schedules for the board of directors report. | 1:36 | 390.00 | 624.00 |
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:24 | 390.00 | 156.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Review monthly operating reports for presentation changes for Pure Entertainment, GMI On-Line, Penthouse Images and GM Art Holdings. | 0:48 | 390.00 | 312.00 |
| 11/11/03 | D. Dixon | Operations Mgmt & Analysis | Strategize solutions for finalizing transport of inventory in UK warehouse with J. Lagrotte. | 0:36 | 390.00 | 234.00 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Board of Directors and value add report presentation | 1:00 | 325.00 | 325.00 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 1:12 | 325.00 | 390.00 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Jeff Lagrotte on resolution of UK storage issue and video business plan | 0:48 | 325.00 | 260.00 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Review and update action issue project logs | 0:30 | 325.00 | 162.50 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Review Circle K sales presentation | 0:18 | 325.00 | 97.50 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Review NTS calculations on trade payable balance | 0:18 | 325.00 | 97.50 |
| 11/11/03 | JC Crouse | Operations Mgmt & Analysis | Update action issue and project log | 0:48 | 325.00 | 260.00 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. McNicholas (GMI) re: restructuring of Internet Group. | 0:18 | 475.00 | 142.50 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with V Zdrok (GMI) re: review draft of potential column or Q&A; promotional activities | 1:06 | 475.00 | 522.50 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to C. Crouse and D. Dixon (CRP) re: October Board of Directors report. | 0:18 | 475.00 | 142.50 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to D. Dixon and C. Crouse (CRP) re: severance payments to internet employees | 0:12 | 475.00 | 95.00 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Preparation for and participation in Tuesday GMI management meeting. | 1:06 | 475.00 | 522.50 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Preparation of monthly Board of Directors Report | 0:36 | 475.00 | 285.00 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to correspondence from L. Sutter (GMI) re: VCG agreement. | 0:18 | 475.00 | 142.50 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to correspondence re: Penthouse Mexico. | 0:12 | 475.00 | 95.00 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Review and revise GMI - Action; Project and Issue log; and PSZYJW Action and Issue Log | 0:30 | 475.00 | 237.50 |
| 11/11/03 | S. Avila | Operations Mgmt & Analysis | Various discussions with K. Fuchs (GMI) re: staff reductions - internet group | 0:48 | 475.00 | 380.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:24 | 390.00 | 156.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Coordinate with A. Maniscalco reporting needs for Oct 03 results relating to MOR's. | 0:24 | 390.00 | 156.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Draft the General Media Entertainment, Inc. monthly operating report for Oct 03. | 0:48 | 390.00 | 312.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Draft the General Media, Inc. monthly operating report for Oct 03. | 1:00 | 390.00 | 390.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare a summary for L. Sutter (GMI) relating to Club de Players. Discuss results with L. Sutter. | 0:18 | 390.00 | 117.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the General Media (UK) monthly operating report for Oct 03. | 0:48 | 390.00 | 312.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the General Media Communications monthly operating report for Oct 03. | 1:12 | 390.00 | 468.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the GM Art Holding monthly operating report for Oct 03. | 0:36 | 390.00 | 234.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the GMCI Internet Operations monthly operating report for Oct 03. | 0:48 | 390.00 | 312.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the GMI On-Line Venture monthly operating report for Oct 03. | 0:42 | 390.00 | 273.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the Penthouse Images monthly operating report for Oct 03. | 0:42 | 390.00 | 273.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Prepare the Pure Entertainment monthly operating report for Oct 03. | 0:42 | 390.00 | 273.00 |
| 11/12/03 | D. Dixon | Operations Mgmt & Analysis | Review status of Oct03 financial results with A. Maniscalco (GMI). | 0:18 | 390.00 | 117.00 |
| 11/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. DeVino (GMI) re: operational restructuring plan for Creative Group | 0:24 | 475.00 | 190.00 |
| 11/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: operational restructuring plan for Production Group | 0:24 | 475.00 | 190.00 |
| 11/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with M. McNicholas (GMI) re: operational restructuring plan for Internet Group | 0:18 | 475.00 | 142.50 |
| 11/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with P. Bloch (GMI) re: operational restructuring plan for Editorial Group | 0:30 | 475.00 | 237.50 |
| 11/12/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to L. Sutter (GMI) re: filing bankruptcy for GMI's foreign subsidiaries. | 0:12 | 475.00 | 95.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Prepare AP aging report for monthly operating reports. | 0:30 | 390.00 | 195.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Research tax data for monthly operating reports with M. Cruz and S. Herman. | 0:30 | 390.00 | 195.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Research various cash issues relating to the Oct 03 financial results. | 0:36 | 390.00 | 234.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Research various questions arising from preparation of monthly operating reports. | 0:36 | 390.00 | 234.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to email messages. | 0:36 | 390.00 | 234.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Revise and finalize General Media Communications monthly operating report for Oct 03. | 0:54 | 390.00 | 351.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Revise and finalize the Consolidated monthly operating reports for Oct 03. | 1:06 | 390.00 | 429.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Update and finalize monthly operating reports for remaining entities. | 1:18 | 390.00 | 507.00 |
| 11/13/03 | D. Dixon | Operations Mgmt & Analysis | Update value add report for CRP team and BOD presentation. | 0:30 | 390.00 | 195.00 |
| 11/13/03 | JC Crouse | Operations Mgmt & Analysis | Discuss internet restructuring with Kathy Fuchs | 0:24 | 325.00 | 130.00 |
| 11/13/03 | JC Crouse | Operations Mgmt & Analysis | Review October financials - compare to base and restructuring models | 1:30 | 325.00 | 487.50 |
| 11/13/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail re: day-to-day operating issues. | 0:36 | 475.00 | 285.00 |
| 11/14/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail re: operating issues. | 0:30 | 475.00 | 237.50 |
| 11/15/03 | S. Avila | Operations Mgmt & Analysis | Draft October Board of Director Presentation | 0:42 | 475.00 | 332.50 |
| 11/15/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mails re: day-to-day operating issues. | 0:24 | 475.00 | 190.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Coordinate filing monthly operating reports and forward copies to JH Cohn. | 0:18 | 390.00 | 117.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:36 | 390.00 | 234.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Support completion of the board of directors' report. | 0:42 | 390.00 | 273.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with S. Avila to discuss GMI issues. | 0:36 | 390.00 | 234.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Coordinate efforts to resolve Lichtenstein reporting issues with B. Vazoulas. | 0:24 | 390.00 | 156.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Discuss editorial content issues with P. Bloch. | 0:42 | 390.00 | 273.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Discuss foreign edition payment issues with legal. | 0:18 | 390.00 | 117.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Establish vendor payment arrangements relating to various expenses. | 0:30 | 390.00 | 195.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with B. Vazoulas regarding due diligence requests, review and recommend responses. | 0:48 | 390.00 | 312.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Review executory contracts, update accept/reject status based on feedback from staff and recommendations. | 0:42 | 390.00 | 273.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Review MediaMark Research contract, discuss with Rich M. (GMI) and recommend acceptance as presented. | 0:42 | 390.00 | 273.00 |
| 11/17/03 | D. Dixon | Operations Mgmt & Analysis | Strategize vendor payment issues with R. Galloway. | 0:54 | 390.00 | 351.00 |
| 11/17/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with Legal on Penthouse Far east payments | 0:12 | 325.00 | 65.00 |
| 11/17/03 | JC Crouse | Operations Mgmt & Analysis | Investigate benchmarks on club royalties | 0:45 | 325.00 | 243.75 |
| 11/17/03 | JC Crouse | Operations Mgmt & Analysis | Review and discuss New Jersey storage issues with Jeff Lagrotte | 0:12 | 325.00 | 65.00 |
| 11/17/03 | JC Crouse | Operations Mgmt & Analysis | Review and discuss NTS issues in advance of communication with them | 0:18 | 325.00 | 97.50 |
| 11/17/03 | S. Avila | Operations Mgmt & Analysis | Meeting with D. Dixon to discuss GMI issues. | 0:36 | 475.00 | 285.00 |
| 11/17/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: Marketing research, staffing; January advertising | 0:48 | 475.00 | 380.00 |
| 11/17/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: on -sale dates for December and production issues. | 0:48 | 475.00 | 380.00 |
| 11/17/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: review Circle K presentation. | 0:48 | 475.00 | 380.00 |
| 11/17/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and participate in conference call with GMI's critical vendors. | 0:48 | 475.00 | 380.00 |
| 11/17/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail correspondence re: day-to-day operating activities. | 0:42 | 475.00 | 332.50 |
| 11/18/03 | D. Dixon | Operations Mgmt & Analysis | Meet with insurance broker from Accordia to discuss insurance renewals. | 0:54 | 390.00 | 351.00 |
| 11/18/03 | D. Dixon | Operations Mgmt & Analysis | Review employee listing with addresses and begin research on pay information for the week before petition date. | 0:24 | 390.00 | 156.00 |
| 11/18/03 | D. Dixon | Operations Mgmt & Analysis | Analyze claims data and model analysis. | 1:36 | 390.00 | 624.00 |
| 11/18/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate Staff meeting | 2:00 | 325.00 | 650.00 |
| 11/18/03 | JC Crouse | Operations Mgmt & Analysis | Review and update action issue and project log for Staff meeting | 0:42 | 325.00 | 227.50 |
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Discussions with G. Rojas (GMI) re: international licensees | 0:42 | 475.00 | 332.50 |
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Discussions with GMI's insurance broker re: renewing insurance | 0:42 | 475.00 | 332.50 |
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: December and January on-sale dates and Clifford and Quebecor concerns. | 0:36 | 475.00 | 285.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|---|------|--------|--------|
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: restructuring and operating issues | 1:48 | 475.00 | 855.00 |
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Meeting with J. Gallo and H. Halpner (GMI) re: review Curtis Stipulation, potential claim against Curtis, alternative distributors. | 1:18 | 475.00 | 617.50 |
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: Objection to Curtis Claim and potential | 0:24 | 475.00 | 190.00 |
| 11/18/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversations with P. Runko (Quebecor) re: various issues pertaining to Curtis, and the potential impact on future assignments. | 0:36 | 475.00 | 285.00 |
| 11/19/03 | D. Dixon | Operations Mgmt & Analysis | Circulate info on executory contracts to GMI contracts manager. | 0:18 | 390.00 | 117.00 |
| 11/19/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with R. Moscola (GMI) to discuss personnel issues. | 0:30 | 390.00 | 195.00 |
| 11/19/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to various emails. | 0:24 | 390.00 | 156.00 |
| 11/19/03 | D. Dixon | Operations Mgmt & Analysis | Update the executory contract file and reissue requesting final comments to determine whether to accept or reject each. | 1:12 | 390.00 | 468.00 |
| 11/19/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. DeVino (GMI) re: status of discussions with Image Entertainment and misc. issues pertaining to the Video Dept. | 0:30 | 475.00 | 237.50 |
| 11/19/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner and J. Gallo (GMI) re: discussions with Curtis re: Curtis stipulation and December assignments. | 0:42 | 475.00 | 332.50 |
| 11/19/03 | S. Avila | Operations Mgmt & Analysis | Meeting with representatives of Quebecor re: quality control issues and status of December assignments. | 0:42 | 475.00 | 332.50 |
| 11/20/03 | D. Dixon | Operations Mgmt & Analysis | Review MRI contact for research reports. | 0:24 | 390.00 | 156.00 |
| 11/20/03 | D. Dixon | Operations Mgmt & Analysis | Update executory contract model based on additional feedback from Devino, Gallo and Sutter. | 0:30 | 390.00 | 195.00 |
| 11/20/03 | D. Dixon | Operations Mgmt & Analysis | Update executory model with additional assume/reject information. Pursue open items with J. Gallo, F. Devino and M. McNicholas. | 1:24 | 390.00 | 546.00 |
| 11/20/03 | JC Crouse | Operations Mgmt & Analysis | Discuss UK storage issue, power of attorney documents with Jeff Lagrotte | 0:24 | 325.00 | 130.00 |
| 11/20/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Meyer & L. Speiser (GMI) re: PR and publicity plans for 2004. | 0:48 | 475.00 | 380.00 |
| 11/20/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner & J. Gallo (GMI) re: Curtis and impact on future assignments. | 0:24 | 475.00 | 190.00 |
| 11/20/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: review meeting with Quebecor. | 0:24 | 475.00 | 190.00 |
| 11/20/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Sutter (GMI) re: various operating and legal issues. | 0:18 | 475.00 | 142.50 |
| 11/20/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to e-mail correspondence re: day-to-day operating issues. | 0:36 | 475.00 | 285.00 |
| 11/21/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: Quebecor funding request and production of December issue. | 0:36 | 475.00 | 285.00 |
| 11/24/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails | 0:18 | 390.00 | 117.00 |
| 11/24/03 | D. Dixon | Operations Mgmt & Analysis | Update executory contract file with additional information from staff. Forward to B. Vazoulas for final updates. | 0:48 | 390.00 | 312.00 |
| 11/24/03 | JC Crouse | Operations Mgmt & Analysis | Review and respond to emails | 0:30 | 325.00 | 162.50 |
| 11/24/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with Jeff Lagrotte on Video business plan | 0:06 | 325.00 | 32.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 11/24/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with D. Dixon (CRP) re: cash requirements to fund Quebecor payment. | 0:12 | 475.00 | 95.00 |
| 11/24/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: sale of McKay bonds and impact on restructuring process. | 0:30 | 475.00 | 237.50 |
| 11/24/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Speiser (GMI) re: approval of POY party pictures. | 0:18 | 475.00 | 142.50 |
| 11/24/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: sale of McKay bonds | 0:30 | 475.00 | 237.50 |
| 11/24/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various correspondence re: day-to-day operations. | 0:42 | 475.00 | 332.50 |
| 11/25/03 | D. Dixon | Operations Mgmt & Analysis | Finalize and distribute the weekly cash report. | 0:30 | 390.00 | 195.00 |
| 11/25/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 0:48 | 325.00 | 260.00 |
| 11/25/03 | JC Crouse | Operations Mgmt & Analysis | Update action, issue and project log for staff meeting | 0:30 | 325.00 | 162.50 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner and Richard Galloway (GMI) re: payments to Quebecor for December printing | 0:24 | 475.00 | 190.00 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to P. Runko (Quebecor) re: payment for December printing. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Meeting with GMI management team re: operational issues | 0:54 | 475.00 | 427.50 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail communications regarding day-to-day operating activities. | 0:24 | 475.00 | 190.00 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Review cash payments to Quebecor for printing December issues. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone call with M. Greenwald (Image) re: video distribution | 0:06 | 475.00 | 47.50 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with D. Arti re: Forum licensing in the UK. | 0:12 | 475.00 | 95.00 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with I. Baily (FD) re: status of PR activities; status of restructuring process; latest developments with PII | 0:24 | 475.00 | 190.00 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with P. Runko (Quebecor) re: payment of December printing. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with representatives of Transcon re: printing of GMI publications | 0:18 | 475.00 | 142.50 |
| 11/26/03 | S. Avila | Operations Mgmt & Analysis | Draft correspondence to P. Runko (Quebecor) re: payment for December printing | 0:12 | 475.00 | 95.00 |
| 11/26/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail and written communication re: day-to-day operating activities. | 0:30 | 475.00 | 237.50 |
| 12/1/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with CRP team to discuss latest developments and tasks. | 1:00 | 390.00 | 390.00 |
| 12/1/03 | JC Crouse | Operations Mgmt & Analysis | Board of Directors report | 1:00 | 325.00 | 325.00 |
| 12/1/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with coordinate activities to complete the plan by Dec 19 with Scott Avila and Dan Dixon | 1:00 | 325.00 | 325.00 |
| 12/1/03 | JC Crouse | Operations Mgmt & Analysis | Review NTS revenue results for November | 0:12 | 325.00 | 65.00 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Read and respond to various e-mails re: day-to-day operations of the business | 0:36 | 475.00 | 285.00 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: Holiday bonus | 0:24 | 475.00 | 190.00 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Review schedule detailing tax summary data. | 0:24 | 475.00 | 190.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---------|-----------|----------------------------|---|------|--------|--------|
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Review various operating reports | 0:24 | 475.00 | 190.00 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with M. Greenwald (Image) re: video distribution | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with Kyli Ryan re: photo shoot | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. Galloway (GMI) re: cash disbursements. | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Sutter (GMI) re: Insurance, Japan licensee, | 0:36 | 475.00 | 285.00 |
| 12/2/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:24 | 390.00 | 156.00 |
| 12/2/03 | D. Dixon | Operations Mgmt & Analysis | Participate in Tuesday staff meeting. | 1:24 | 390.00 | 546.00 |
| 12/2/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with J. Gallo regarding contract assumption/rejections. | 0:18 | 390.00 | 117.00 |
| 12/2/03 | D. Dixon | Operations Mgmt & Analysis | Discussion with W. Vazoulas regarding various accounting issues and personnel changes. | 0:36 | 390.00 | 234.00 |
| 12/2/03 | D. Dixon | Operations Mgmt & Analysis | Support discussion regarding staff changes with B. Vazoulas. | 0:18 | 390.00 | 117.00 |
| 12/2/03 | D. Dixon | Operations Mgmt & Analysis | Support decision process with K. Fuchs regarding employee loans. | 0:18 | 390.00 | 117.00 |
| 12/2/03 | JC Crouse | Operations Mgmt & Analysis | Prepare for staff meeting, revise issues, projects and actions | 1:00 | 325.00 | 325.00 |
| 12/2/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 1:30 | 325.00 | 487.50 |
| 12/2/03 | JC Crouse | Operations Mgmt & Analysis | Discussion on storage issues and video business | 0:48 | 325.00 | 260.00 |
| 12/2/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend Tuesday GMI staff meeting | 0:48 | 475.00 | 380.00 |
| 12/2/03 | S. Avila | Operations Mgmt & Analysis | Review current GMI- projects, initiatives, and issues log and associated follow-up. | 0:36 | 475.00 | 285.00 |
| 12/2/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with B. Castardi (Curtis) re: UCC objection to Curtis' claim. | 0:30 | 475.00 | 237.50 |
| 12/2/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo re: Curtis potential to terminate distribution. | 0:36 | 475.00 | 285.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Manage employee issues in the accounting dept., resignation & morale. | 0:24 | 390.00 | 156.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Update the executory contract file, modify content and distribute for additional input. | 0:42 | 390.00 | 273.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with B. Vazoulas to review and discuss executory contracts. | 0:42 | 390.00 | 273.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Provide and discuss with L. Sutter details relating to Club de Players, royalty customer. | 0:24 | 390.00 | 156.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:24 | 390.00 | 156.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Discuss financial closing and accounting timelines with A. Maniscalco and B. Vazoulas. | 0:42 | 390.00 | 273.00 |
| 12/3/03 | D. Dixon | Operations Mgmt & Analysis | Meeting with B. Vazoulas regarding bondholder changes and accounting/reporting issues. | 0:36 | 390.00 | 234.00 |
| 12/3/03 | S. Avila | Operations Mgmt & Analysis | Discussions with F. DeVino re: video operations. | 0:30 | 475.00 | 237.50 |
| 12/3/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various e-mail communications re: day-to-day operating issues | 0:42 | 475.00 | 332.50 |
| 12/4/03 | D. Dixon | Operations Mgmt & Analysis | Update/modify executory contracts model to incorporate changes. | 0:54 | 390.00 | 351.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---------|-----------|----------------------------|---|------|--------|----------|
| 12/4/03 | D. Dixon | Operations Mgmt & Analysis | Discuss executory contract issues with G. Rojas, J. Gallo and H. Halpner. | 0:36 | 390.00 | 234.00 |
| 12/4/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails. | 0:36 | 390.00 | 234.00 |
| 12/4/03 | JC Crouse | Operations Mgmt & Analysis | Update actions, issues and projects for staff meeting | 1:42 | 325.00 | 552.50 |
| 12/4/03 | JC Crouse | Operations Mgmt & Analysis | Discussion with staff members on video business plan | 1:00 | 325.00 | 325.00 |
| 12/4/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 0:48 | 325.00 | 260.00 |
| 12/4/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Joe Gallo to develop circulation improvement ideas | 0:48 | 325.00 | 260.00 |
| 12/4/03 | JC Crouse | Operations Mgmt & Analysis | Meeting with Jeff Lagrotte, Frank Devino on video business plan | 0:18 | 325.00 | 97.50 |
| 12/4/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to e-mail communication re: day-to-day operating issues. | 0:30 | 475.00 | 237.50 |
| 12/4/03 | S. Avila | Operations Mgmt & Analysis | Read and respond to various e-mail communication re: day-to-day operating issues. | 0:30 | 475.00 | 237.50 |
| 12/5/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to e-mail communications to re: day-to-day operating issues. | 0:30 | 475.00 | 237.50 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Discuss executory contract issues with P. Bloch. | 0:24 | 390.00 | 156.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Review executory contract concerns with G. Rojas. | 0:24 | 390.00 | 156.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Review disclosure docs with CRP team. | 2:36 | 390.00 | 1,014.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Manage employee issues and discuss with K. Fuchs. | 0:36 | 390.00 | 234.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Review current tax issues and payment requirements with S. Herman. | 0:12 | 390.00 | 78.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to emails from employees and vendors. | 0:42 | 390.00 | 273.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Review timing concerns for November and December closes with A. Maniscalco. | 0:18 | 390.00 | 117.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Review employee issues with H. Halpner, G. Rojas, and K. Fuchs relating to 401k payments and direct deposits. | 0:24 | 390.00 | 156.00 |
| 12/8/03 | D. Dixon | Operations Mgmt & Analysis | Return call to R. Platz (JH Cohn) | 0:06 | 390.00 | 39.00 |
| 12/8/03 | S. Avila | Operations Mgmt & Analysis | Discussions with K. Fuchs (GMI) re: Holiday bonus for GMI employees | 0:30 | 475.00 | 237.50 |
| 12/8/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to e-mail correspondence re: day-to-day operating issues. | 0:30 | 475.00 | 237.50 |
| 12/8/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with L. Morin re: licensee agreement for broadcast/pay-per-view | 0:36 | 475.00 | 285.00 |
| 12/9/03 | D. Dixon | Operations Mgmt & Analysis | Review closing progress with A. Maniscalco. | 0:12 | 390.00 | 78.00 |
| 12/9/03 | D. Dixon | Operations Mgmt & Analysis | Strategize department position and employee issues with B. Vazoulas. | 0:42 | 390.00 | 273.00 |
| 12/9/03 | D. Dixon | Operations Mgmt & Analysis | Participate in Tuesday staff meeting. | 0:42 | 390.00 | 273.00 |
| 12/9/03 | JC Crouse | Operations Mgmt & Analysis | Revise and update project, action and issue log for weekly meeting with the staff | 1:00 | 325.00 | 325.00 |
| 12/9/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 1:00 | 325.00 | 325.00 |
| 12/9/03 | JC Crouse | Operations Mgmt & Analysis | Review progress on shipping of UK materials to the US | 0:15 | 325.00 | 81.25 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------------------------|--|------|--------|--------|
| 12/9/03 | JC Crouse | Operations Mgmt & Analysis | Review and refine Video Business Plan | 0:48 | 325.00 | 260.00 |
| 12/9/03 | JC Crouse | Operations Mgmt & Analysis | Review and refine Video Business Plan | 0:12 | 325.00 | 65.00 |
| 12/9/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend weekly staff meeting. | 1:06 | 475.00 | 522.50 |
| 12/9/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: status of Curtis Service | 0:30 | 475.00 | 237.50 |
| 12/9/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with M. Greenwald (Image) re: video production | 0:36 | 475.00 | 285.00 |
| 12/9/03 | S. Avila | Operations Mgmt & Analysis | Discussions with P. Block (GMI) re: meeting with representatives of M. Bell Capital | 0:18 | 475.00 | 142.50 |
| 12/9/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to correspondence re: day-to-day operations. | 0:42 | 475.00 | 332.50 |
| 12/10/03 | D. Dixon | Operations Mgmt & Analysis | Review net operating loss carry forward calculations and detail with S. Herman (GMI) | 0:36 | 390.00 | 234.00 |
| 12/10/03 | D. Dixon | Operations Mgmt & Analysis | Meeting to assign action for the coming weeks Dan Dixon, Scott Avila, Cooper Crouse | 0:36 | 390.00 | 234.00 |
| 12/10/03 | JC Crouse | Operations Mgmt & Analysis | Decide on critical vendor payments for Pets | 0:12 | 325.00 | 65.00 |
| 12/10/03 | JC Crouse | Operations Mgmt & Analysis | Meeting to assign action for the coming weeks Dan Dixon, Scott Avila, Cooper Crouse | 0:36 | 325.00 | 195.00 |
| 12/10/03 | S. Avila | Operations Mgmt & Analysis | Meeting to assign action for the coming weeks Dan Dixon, Scott Avila, Cooper Crouse | 0:36 | 475.00 | 285.00 |
| 12/10/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various correspondence re: day-to-day operating activities. | 0:30 | 475.00 | 237.50 |
| 12/10/03 | S. Avila | Operations Mgmt & Analysis | Discussions with various GMI staff members on the status of the hearings and preparation of due diligence information. | 0:24 | 475.00 | 190.00 |
| 12/11/03 | D. Dixon | Operations Mgmt & Analysis | Review and respond to various emails. | 0:24 | 390.00 | 156.00 |
| 12/11/03 | D. Dixon | Operations Mgmt & Analysis | Participate in Thursday senior staff meeting. Follow up with department staff meetings in B. Vazoulas' absence. | 0:54 | 390.00 | 351.00 |
| 12/11/03 | JC Crouse | Operations Mgmt & Analysis | Facilitate staff meeting | 1:00 | 325.00 | 325.00 |
| 12/11/03 | JC Crouse | Operations Mgmt & Analysis | Review video business plan document | 0:15 | 325.00 | 81.25 |
| 12/11/03 | JC Crouse | Operations Mgmt & Analysis | Review video business plan document | 0:12 | 325.00 | 65.00 |
| 12/11/03 | JC Crouse | Operations Mgmt & Analysis | Review November Financials | 0:24 | 325.00 | 130.00 |
| 12/11/03 | JC Crouse | Operations Mgmt & Analysis | Review NTS memo on proposed resolution | 0:24 | 325.00 | 130.00 |
| 12/11/03 | JC Crouse | Operations Mgmt & Analysis | Fee Application | 2:24 | 325.00 | 780.00 |
| 12/11/03 | S. Avila | Operations Mgmt & Analysis | Prepare for and attend staff meeting | 1:06 | 475.00 | 522.50 |
| 12/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with J. Gallo (GMI) re: status of Curtis; circulation projects. | 0:24 | 475.00 | 190.00 |
| 12/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with H. Halpner (GMI) re: status of production of Pet of the Year Issue; problems with Clifford Paper. | 0:18 | 475.00 | 142.50 |
| 12/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with L. Speiser (GMI) re: publicity plans for 2004 and promotional event week of 12/15 | 0:18 | 475.00 | 142.50 |
| 12/11/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Meyer (GMI) re: promotional plans for 2004. | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---|-----------|----------------------------|--|---------------|--------|-------------------|
| 12/11/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to correspondence re: day-to-day operations of the business | 0:30 | 475.00 | 237.50 |
| 12/12/03 | S. Avila | Operations Mgmt & Analysis | Review and respond to various correspondence re: day-to-day business operations. | 0:24 | 475.00 | 190.00 |
| 12/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with D. Meyer (GMI) re: promotion plans and strategy for 2004; | 1:30 | 475.00 | 712.50 |
| 12/12/03 | S. Avila | Operations Mgmt & Analysis | Discussions with R. McEntee (GMI) re: advertising and event plans for 2004; re-launching of magazine; consumer research. | 1:06 | 475.00 | 522.50 |
| 12/12/03 | S. Avila | Operations Mgmt & Analysis | Review correspondence from P. Block re: re-design of Penthouse magazine. | 0:30 | 475.00 | 237.50 |
| 12/15/03 | JC Crouse | Operations Mgmt & Analysis | Pack up materials, communication with GMI staff | 3:30 | 325.00 | 1,137.50 |
| 12/15/03 | S. Avila | Operations Mgmt & Analysis | Discussions with GMI management team re: transition of CRP | 3:30 | 475.00 | 1,662.50 |
| 12/15/03 | S. Avila | Operations Mgmt & Analysis | Meeting with R. Feinstein (PSZYJW) re: transition to CRP roles and responsibilities | 3:00 | 475.00 | 1,425.00 |
| 12/15/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. Feinstein (PSZYJW) re: transition of CRP | 0:18 | 475.00 | 142.50 |
| 12/15/03 | S. Avila | Operations Mgmt & Analysis | Telephone conversation with R. McEntee (GMI) re: transition of CRP | 0:30 | 475.00 | 237.50 |
| 12/16/03 | D. Dixon | Operations Mgmt & Analysis | Transition time for staff and Seneca group. | 3:00 | 390.00 | 1,170.00 |
| 12/16/03 | JC Crouse | Operations Mgmt & Analysis | Answer emails from GMI staff and other constituents | 0:30 | 325.00 | 162.50 |
| 12/16/03 | S. Avila | Operations Mgmt & Analysis | Various tasks with respect to the transition of CRP roles and responsibilities. | 3:30 | 475.00 | 1,662.50 |
| Operations Mgmt & Analysis Total | | | | 776.60 | | 310,373.50 |
| 10/27/03 | JC Crouse | Plan Issues | Develop Plan of reorganization business plan and financial projections | 0:42 | 325.00 | 227.50 |
| 10/27/03 | S. Avila | Plan Issues | Review and revise various financial models and business plans. | 2:12 | 475.00 | 1,045.00 |
| 10/28/03 | JC Crouse | Plan Issues | Develop Plan of Reorganization business plan, model and associated schedules | 7:48 | 325.00 | 2,535.00 |
| 10/29/03 | JC Crouse | Plan Issues | Telecon with Scott Avila re Plan of Reorg model | 0:06 | 325.00 | 32.50 |
| 10/29/03 | JC Crouse | Plan Issues | Develop restructured business plan for review with Chairman | 10:06 | 325.00 | 3,282.50 |
| 10/29/03 | S. Avila | Plan Issues | Telecon with C. Crouse re Plan of Reorg model | 0:06 | 475.00 | 47.50 |
| 10/30/03 | JC Crouse | Plan Issues | Develop restructured business plan, model and schedules for review with Bond Holders | 10:18 | 325.00 | 3,347.50 |
| 10/30/03 | JC Crouse | Plan Issues | Meeting with Frank Devino and Scott Avila to review restructuring plan for business | 1:00 | 325.00 | 325.00 |
| 10/30/03 | JC Crouse | Plan Issues | Meeting with Mike Mc McNicholas and Scott Avila to review restructuring plan for internet business | 0:48 | 325.00 | 260.00 |
| 10/31/03 | JC Crouse | Plan Issues | Develop restructured business plan, model and schedules for review with Bond Holders | 3:30 | 325.00 | 1,137.50 |
| 11/04/03 | S. Avila | Plan Issues | Review correspondence from D. Hillman (Shulte) re: draft plan of reorganization. | 0:12 | 475.00 | 95.00 |
| 11/04/03 | S. Avila | Plan Issues | Review draft of Plan of Reorganization. | 0:30 | 475.00 | 237.50 |
| 11/11/03 | JC Crouse | Plan Issues | Restructuring models to support Plan of Restructuring | 4:36 | 325.00 | 1,495.00 |
| 11/12/03 | JC Crouse | Plan Issues | Models to support Plan of Reorganization | 9:30 | 325.00 | 3,087.50 |
| 11/13/03 | JC Crouse | Plan Issues | Discuss pre press capital expenses with Hal Halpner | 0:12 | 325.00 | 65.00 |
| 11/13/03 | JC Crouse | Plan Issues | Models to support Plan of Reorganization | 3:00 | 325.00 | 975.00 |
| 11/14/03 | JC Crouse | Plan Issues | Models to support Plan of Reorganization | 4:00 | 325.00 | 1,300.00 |
| 11/14/03 | JC Crouse | Plan Issues | Models to support Plan of Reorganization | 4:15 | 325.00 | 1,381.25 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-------------|--|------|--------|----------|
| 11/17/03 | JC Crouse | Plan Issues | Develop Plan of Reorganization transition balance sheet | 6:18 | 325.00 | 2,047.50 |
| 11/17/03 | JC Crouse | Plan Issues | Revise presentation and schedules for Cerberus | 3:00 | 325.00 | 975.00 |
| 11/17/03 | JC Crouse | Plan Issues | Revise presentation and schedules for Cerberus | 0:48 | 325.00 | 260.00 |
| 11/17/03 | S. Avila | Plan Issues | Review and revise draft of Plan of Reorganization. | 1:24 | 475.00 | 665.00 |
| 11/17/03 | S. Avila | Plan Issues | Telephone conversation with J. Naccarato (Cerberus) re: restructuring strategy and POR | 0:30 | 475.00 | 237.50 |
| 11/17/03 | S. Avila | Plan Issues | Telephone conversation with R. Feinstein (PSZYJW) re: restructuring strategy and tactics - POR and Disclosure Statement. | 0:36 | 475.00 | 285.00 |
| 11/18/03 | JC Crouse | Plan Issues | Develop liquidation analysis for Plan of Reorganization | 9:18 | 325.00 | 3,022.50 |
| 11/19/03 | JC Crouse | Plan Issues | Create debt schedule, analyze debt and interest impact on Plan of Reorganization under different scenarios | 4:24 | 325.00 | 1,430.00 |
| 11/19/03 | JC Crouse | Plan Issues | Develop liquidation analysis for Plan of Reorganization | 2:36 | 325.00 | 845.00 |
| 11/19/03 | JC Crouse | Plan Issues | Revise transitional balance sheet for Plan of Reorganization | 2:18 | 325.00 | 747.50 |
| 11/19/03 | S. Avila | Plan Issues | Review and revise claims analysis. | 1:12 | 475.00 | 570.00 |
| 11/19/03 | S. Avila | Plan Issues | Review and revise Historical Financial schedule | 0:24 | 475.00 | 190.00 |
| 11/19/03 | S. Avila | Plan Issues | Review Disclosure Statement | 1:06 | 475.00 | 522.50 |
| 11/19/03 | S. Avila | Plan Issues | Review projected administrative claims | 0:30 | 475.00 | 237.50 |
| 11/20/03 | JC Crouse | Plan Issues | Meeting with Scott Avila on Plan of Reorganization completion | 0:30 | 325.00 | 162.50 |
| 11/20/03 | JC Crouse | Plan Issues | Develop liquidation analysis for Plan of Reorganization | 1:30 | 325.00 | 487.50 |
| 11/20/03 | JC Crouse | Plan Issues | Review and revise financial projections for Plan of Reorganization | 1:42 | 325.00 | 552.50 |
| 11/20/03 | JC Crouse | Plan Issues | Review disclosure statement and plan of reorganization draft | 2:30 | 325.00 | 812.50 |
| 11/20/03 | S. Avila | Plan Issues | Meeting with Scott Avila on Plan of Reorganization completion | 0:30 | 475.00 | 237.50 |
| 11/20/03 | S. Avila | Plan Issues | Review and revise draft of Disclosure Statement | 0:42 | 475.00 | 332.50 |
| 11/20/03 | S. Avila | Plan Issues | Telephone conversation with R. Feinstein (PSZYJW) re: case strategy & Disclosure Statement. | 0:30 | 475.00 | 237.50 |
| 11/21/03 | S. Avila | Plan Issues | Review and revise financial projections | 0:54 | 475.00 | 427.50 |
| 11/24/03 | JC Crouse | Plan Issues | Develop of plan of reorganization financials | 3:42 | 325.00 | 1,202.50 |
| 11/24/03 | JC Crouse | Plan Issues | Develop of plan of reorganization financials - balance sheet and 90-7 schedule | 1:42 | 325.00 | 552.50 |
| 11/25/03 | JC Crouse | Plan Issues | Develop of plan of reorganization financials - balance sheet and 90-7 schedule | 0:42 | 325.00 | 227.50 |
| 11/25/03 | JC Crouse | Plan Issues | Develop of plan of reorganization financials - balance sheet and 90-7 schedule | 0:30 | 325.00 | 162.50 |
| 11/25/03 | JC Crouse | Plan Issues | Financials and explanation for financials | 1:42 | 325.00 | 552.50 |
| 11/25/03 | JC Crouse | Plan Issues | Financials and explanation for financials | 6:42 | 325.00 | 2,177.50 |
| 11/25/03 | JC Crouse | Plan Issues | Review of liquidation analysis | 1:00 | 325.00 | 325.00 |
| 11/25/03 | JC Crouse | Plan Issues | Telecon with Pachulski | 0:24 | 325.00 | 130.00 |
| 11/25/03 | S. Avila | Plan Issues | Review and revise liquidation analysis | 0:36 | 475.00 | 285.00 |
| 11/25/03 | S. Avila | Plan Issues | Review creditor matrix as it pertains to draft of Plan of reorganization. | 0:24 | 475.00 | 190.00 |
| 11/26/03 | JC Crouse | Plan Issues | Financials and explanation for financials | 4:42 | 325.00 | 1,527.50 |
| 11/26/03 | S. Avila | Plan Issues | Review communication from J. Gallo (GMI) re: analysis of executory contracts | 0:12 | 475.00 | 95.00 |
| 12/1/03 | JC Crouse | Plan Issues | Telecon with Pachulski, Scott Avila re Plan of Reorg | 0:30 | 325.00 | 162.50 |
| 12/1/03 | JC Crouse | Plan Issues | Liquidation analysis | 2:30 | 325.00 | 812.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---------|-----------|-------------|--|------|--------|----------|
| 12/1/03 | JC Crouse | Plan Issues | Revision of documentation of Best Interest for disclosure statement | 2:30 | 325.00 | 812.50 |
| 12/1/03 | JC Crouse | Plan Issues | Plan of Reorganization - revisions of Financial projections and documentation | 2:30 | 325.00 | 812.50 |
| 12/1/03 | JC Crouse | Plan Issues | Plan of Reorganization - revisions of Financial projections and 90-7 analysis | 0:30 | 325.00 | 162.50 |
| 12/1/03 | S. Avila | Plan Issues | Review and Revise Disclosure Statement | 0:36 | 475.00 | 285.00 |
| 12/1/03 | S. Avila | Plan Issues | Review and revise liquidation analysis | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Plan Issues | Review draft of disclosure statement | 0:24 | 475.00 | 190.00 |
| 12/2/03 | JC Crouse | Plan Issues | Liquidation analysis | 4:00 | 325.00 | 1,300.00 |
| 12/2/03 | JC Crouse | Plan Issues | Valuation of business | 1:48 | 325.00 | 585.00 |
| 12/2/03 | JC Crouse | Plan Issues | Disclosure statement - best interest test and liquidation analysis | 1:48 | 325.00 | 585.00 |
| 12/2/03 | JC Crouse | Plan Issues | Plan of reorganization financial projections | 0:48 | 325.00 | 260.00 |
| 12/2/03 | S. Avila | Plan Issues | Review historical financials to be included in Disclosure Statement. | 0:30 | 475.00 | 237.50 |
| 12/2/03 | S. Avila | Plan Issues | Review and revise liquidation analysis | 1:12 | 475.00 | 570.00 |
| 12/3/03 | D. Dixon | Plan Issues | Modify the plan disclosure model, incorporating all classes of creditors per parts of the disclosure document. | 3:30 | 390.00 | 1,365.00 |
| 12/3/03 | JC Crouse | Plan Issues | Plan of reorganization financial projections | 0:18 | 325.00 | 97.50 |
| 12/3/03 | JC Crouse | Plan Issues | Liquidation analysis | 1:30 | 325.00 | 487.50 |
| 12/3/03 | JC Crouse | Plan Issues | Liquidation analysis | 2:15 | 325.00 | 731.25 |
| 12/3/03 | JC Crouse | Plan Issues | Plan of reorganization financial projections | 3:24 | 325.00 | 1,105.00 |
| 12/3/03 | JC Crouse | Plan Issues | Disclosure statement - Risks associated with financial projections | 1:06 | 325.00 | 357.50 |
| 12/3/03 | S. Avila | Plan Issues | Review and revise projected financial information | 0:48 | 475.00 | 380.00 |
| 12/3/03 | S. Avila | Plan Issues | Review and revise liquidity analysis | 0:36 | 475.00 | 285.00 |
| 12/3/03 | S. Avila | Plan Issues | Review and revise draft of disclosure statements | 1:48 | 475.00 | 855.00 |
| 12/4/03 | D. Dixon | Plan issues | Modify the reorganization plan payout model with creditor classifications per the plan. | 0:54 | 390.00 | 351.00 |
| 12/4/03 | JC Crouse | Plan Issues | Analyze potential claims from contract rejections | 1:06 | 325.00 | 357.50 |
| 12/4/03 | JC Crouse | Plan Issues | Analyze potential claims from contract rejections | 2:30 | 325.00 | 812.50 |
| 12/8/03 | D. Dixon | Plan issues | Review plan and disclosure statements prepared by Pachulski et al. | 1:48 | 390.00 | 702.00 |
| 12/8/03 | D. Dixon | Plan Issues | Discuss executory contract status and potential claim amount with C. Crouse | 0:18 | 390.00 | 117.00 |
| 12/8/03 | JC Crouse | Plan Issues | Discuss executory contract status and potential claim amount with Dan Dixon | 0:18 | 325.00 | 97.50 |
| 12/8/03 | JC Crouse | Plan Issues | Complete language on Certain Risks to the Plan"" | 1:18 | 325.00 | 422.50 |
| 12/8/03 | JC Crouse | Plan Issues | Complete language on Financial Feasibility"" | 0:54 | 325.00 | 292.50 |
| 12/8/03 | JC Crouse | Plan Issues | Analyze executory contracts and estimate potential claims on proposed rejected contracts | 0:48 | 325.00 | 260.00 |
| 12/8/03 | JC Crouse | Plan Issues | Complete language and analysis on Liquidation Analysis"" | 0:18 | 325.00 | 97.50 |
| 12/8/03 | JC Crouse | Plan Issues | Analyze executory contracts and estimate potential claims on proposed rejected contracts | 6:36 | 325.00 | 2,145.00 |
| 12/8/03 | JC Crouse | Plan Issues | Review latest draft of disclosure statement and plan of reorganization, identify and complete missing and incomplete sections | 1:36 | 325.00 | 520.00 |
| 12/8/03 | JC Crouse | Plan Issues | Revise financial projections | 0:36 | 325.00 | 195.00 |
| 12/8/03 | S. Avila | Plan Issues | Review and revise disclosure statement and plan of reorganization. | 1:24 | 475.00 | 665.00 |
| 12/8/03 | S. Avila | Plan Issues | Review exhibits to disclosure statement | 0:54 | 475.00 | 427.50 |
| 12/9/03 | D. Dixon | Plan Issues | Research financial data for the disclosure documents, review 10K for 12/31/02 and the draft 10Q for 9/30/03. Confirm numbers with B. Vazoulas. | 2:42 | 390.00 | 1,053.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|--------------------------|-----------|-----------------|---|---------------|--------|------------------|
| 12/9/03 | D. Dixon | Plan Issues | Modify the distribution analysis model after updating for disclosure document info and researched information. | 2:54 | 390.00 | 1,131.00 |
| 12/9/03 | D. Dixon | Plan Issues | Update the distribution analysis model to include changes per the disclosure document and additional financial data. | 1:18 | 390.00 | 507.00 |
| 12/9/03 | D. Dixon | Plan Issues | Additional review of the disclosure docs comparing language to the draft 10Q for 9/30/03. | 1:36 | 390.00 | 624.00 |
| 12/9/03 | JC Crouse | Plan Issues | Review and update disclosure statement operational specifics | 0:48 | 325.00 | 260.00 |
| 12/9/03 | JC Crouse | Plan Issues | Review and update disclosure statement operational specifics | 0:54 | 325.00 | 292.50 |
| 12/9/03 | JC Crouse | Plan Issues | Review and update disclosure statement operational specifics | 0:30 | 325.00 | 162.50 |
| 12/9/03 | JC Crouse | Plan Issues | Review and update disclosure statement financial projections | 1:30 | 325.00 | 487.50 |
| 12/9/03 | S. Avila | Plan Issues | Review and revise Disclosure statement | 0:54 | 475.00 | 427.50 |
| 12/9/03 | S. Avila | Plan Issues | Review and revise financial projections to be included in Disclosure Statement. | 0:42 | 475.00 | 332.50 |
| 12/10/03 | D. Dixon | Plan issues | Review disclosure statement data and forward to M. Bove (Pachulski). | 0:18 | 390.00 | 117.00 |
| 12/10/03 | D. Dixon | Plan Issues | Prepare DIP interest estimate for 12/1 to 12/14/03 for Bheta Uhse due diligence team. | 0:18 | 390.00 | 117.00 |
| 12/10/03 | JC Crouse | Plan Issues | Discussion with Stephen Hermann on appropriate language for Tax Section of the Disclosure Statement | 0:30 | 325.00 | 162.50 |
| 12/10/03 | JC Crouse | Plan Issues | Review and refine Disclosure Statement operational specifics | 0:48 | 325.00 | 260.00 |
| 12/10/03 | JC Crouse | Plan Issues | Write and send email on liquidation analysis to Maria Bove at Pachulski | 0:12 | 325.00 | 65.00 |
| 12/10/03 | JC Crouse | Plan Issues | Completion of Fee Application | 4:24 | 325.00 | 1,430.00 |
| 12/10/03 | JC Crouse | Plan Issues | Completion of Fee Application | 3:48 | 325.00 | 1,235.00 |
| 12/10/03 | S. Avila | Plan Issues | Discussions with representatives of M. Bell Capital, R. Feinstein (PSZYJW), P. Kizel (LS) and C. Zucker (JHC) re: revisions to plan of reorganization and disclosure statement. | 4:00 | 475.00 | 1,900.00 |
| 12/11/03 | D. Dixon | Plan Issues | Update the disclosure & plan model to include change. | 1:24 | 390.00 | 546.00 |
| 12/12/03 | S. Avila | Plan Issues | Review and revise draft of Plan of Reorganization. | 0:48 | 475.00 | 380.00 |
| 12/12/03 | S. Avila | Plan Issues | Review and review draft of disclosure statement | 0:42 | 475.00 | 332.50 |
| 12/13/03 | S. Avila | Plan Issues | Review and revise disclosure statement; draft asset sale process; | 1:48 | 475.00 | 855.00 |
| 12/14/03 | S. Avila | Plan Issues | Review and revise disclosure statement | 0:48 | 475.00 | 380.00 |
| 12/17/03 | D. Dixon | Plan issues | Provide analysis for R. Feinstein regarding convenience class claims. | 0:20 | 390.00 | 130.00 |
| Plan Issues Total | | | | 218.73 | | 76,820.00 |
| 08/22/03 | JC Crouse | Sale of Company | Restructuring Model Development | 2:30 | 325.00 | 812.50 |
| 08/25/03 | JC Crouse | Sale of Company | Review and update due diligence checklist and staff assignments | 0:45 | 325.00 | 243.75 |
| 08/25/03 | JC Crouse | Sale of Company | Create restructuring financial model | 3:00 | 325.00 | 975.00 |
| 08/25/03 | S. Avila | Sale of Company | Discussions with GMI staff re: preparation of due diligence information. | 0:30 | 475.00 | 237.50 |
| 08/25/03 | S. Avila | Sale of Company | Conference call with GMI working group re: due diligence process; Paymentech/credit card processing issues, auditing of licensing, etc. | 0:48 | 475.00 | 380.00 |
| 08/25/03 | S. Avila | Sale of Company | Meeting with representatives of Ventana Holdings and The Boston Consulting Group re: due diligence process | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|----------|
| 08/25/03 | S. Avila | Sale of Company | Meeting with GMI staff re: preparation of due diligence organization materials. | 0:30 | 475.00 | 237.50 |
| 08/25/03 | S. Avila | Sale of Company | Review communications from P. Evans re: interest in GMI. | 0:12 | 475.00 | 95.00 |
| 08/25/03 | S. Avila | Sale of Company | Draft correspondence to GMI management assignments re: Due Diligence assignments. | 0:12 | 475.00 | 95.00 |
| 08/26/03 | D. Dixon | Sale of Company | Review the due diligence lists to organize and set up data room. | 0:15 | 390.00 | 97.50 |
| 08/26/03 | JC Crouse | Sale of Company | Create restructuring financial model | 1:15 | 325.00 | 406.25 |
| 08/26/03 | JC Crouse | Sale of Company | Create restructuring financial model | 4:00 | 325.00 | 1,300.00 |
| 08/26/03 | S. Avila | Sale of Company | Discussions with potential investor group re: due diligence requests. | 0:42 | 475.00 | 332.50 |
| 08/26/03 | S. Avila | Sale of Company | Draft correspondence to GMI re: due diligence meetings. | 0:24 | 475.00 | 190.00 |
| 08/27/03 | A. Snyder | Sale of Company | Met with D. Dixon, L. Sutter, A. Maniscalco, R. Galloway, S. Herman and S. Avila. Reviewed due diligence request and list of information requests to company departments. Met with B. Reed to outline the process entailed for the due diligence library. | 4:00 | 175.00 | 700.00 |
| 08/27/03 | A. Snyder | Sale of Company | Created hard copy catalogue system for due diligence. Met with S. Cook regarding setting up FTP page for electronic cataloguing. Set up logs, folders and scanner. | 2:30 | 175.00 | 437.50 |
| 08/27/03 | A. Snyder | Sale of Company | Met with A. Moore to gather supplies and discuss procedures for entering office and logging in. Reviewed Sampoerna Group contact list and reviewed logs created with B. Reed. Gathered, copied, catalogued and scanned tax, payroll records, and general corporate information. | 5:30 | 175.00 | 962.50 |
| 08/27/03 | D. Dixon | Sale of Company | Provide support to due diligence information gathering and set up. | 0:18 | 390.00 | 117.00 |
| 08/27/03 | JC Crouse | Sale of Company | Create restructuring financial model | 4:45 | 325.00 | 1,543.75 |
| 08/27/03 | JC Crouse | Sale of Company | Create integrated Labor Pool analysis in Restructuring Financial Model | 5:00 | 325.00 | 1,625.00 |
| 08/27/03 | S. Avila | Sale of Company | Review and revise financial projections and corresponding business plan. | 0:30 | 475.00 | 237.50 |
| 08/27/03 | S. Avila | Sale of Company | Review correspondence from P. Bloch (GMI) re: Due diligence information request. | 0:06 | 475.00 | 47.50 |
| 08/27/03 | W. Snyder | Sale of Company | Met with members of team to discuss work plan | 2:00 | 475.00 | 950.00 |
| 08/27/03 | W. Snyder | Sale of Company | Reviewed documents | 1:30 | 475.00 | 712.50 |
| 08/27/03 | W. Snyder | Sale of Company | reviewed budget/cash flow | 1:00 | 475.00 | 475.00 |
| 08/28/03 | A. Snyder | Sale of Company | Catalogued key metrics for penthouse.com and pop-up consoles, trademarks, copyrights and lists of international editions and publications. Catalogued insurance policy summary sheets, workers compensation and personal liability of R. Guccione financing documents. Created spreadsheet control log of potential investors for S. Avila. | 4:00 | 175.00 | 700.00 |
| 08/28/03 | A. Snyder | Sale of Company | Catalogued cash accounts for subscriptions and operations, summary information of PP & E and detailed information regarding accrued liabilities at 6/30/03. | 3:30 | 175.00 | 612.50 |
| 08/28/03 | A. Snyder | Sale of Company | Created contact lists for GMI and advisors, catalogued litigation, three years of financial statements, financial statements by segments, year end adjustments, 10K and financial projections. | 4:00 | 175.00 | 700.00 |
| 08/28/03 | JC Crouse | Sale of Company | Create Restructuring Financial Model | 3:30 | 325.00 | 1,137.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|------------|
| 08/28/03 | W. Snyder | Sale of Company | Discussed case issues with team and timing | 2:00 | 475.00 | 950.00 |
| 08/29/03 | A. Snyder | Sale of Company | Meeting with M. Rothenberg regarding inventory issues, contracts and licensing agreements. Meeting with H. Halpner concerning due diligence issues and production. Meeting with J. Gallo regarding due diligence issues and circulation. | 1:30 | 175.00 | 262.50 |
| 08/29/03 | A. Snyder | Sale of Company | Set up catalogue system for contracts, agreements and licenses. Catalogued third party licensing agreements related to the New York and San Antonio club locations. | 2:30 | 175.00 | 437.50 |
| 08/31/03 | W. Snyder | Courtesy Disc | Courtesy Discount | | 475.00 | (3,087.50) |
| 09/02/03 | S. Avila | Sale of Company | Discussions with counsel representing potential investor. | 0:18 | 475.00 | 142.50 |
| 09/03/03 | A. Snyder | Sale of Company | Meeting with J. Gallo to review list of potential investors. Discussions with G. Rojas and review of SRDS for publishing companies. | 1:30 | 175.00 | 262.50 |
| 09/03/03 | A. Snyder | Sale of Company | Attended employee meeting. | 0:30 | 175.00 | 87.50 |
| 09/03/03 | A. Snyder | Sale of Company | Meeting with K. Fuchs regarding organizational charts, medical benefits, 401K and issues surrounding accounting and control of Human Resources. | 0:30 | 175.00 | 87.50 |
| 09/03/03 | A. Snyder | Sale of Company | Meeting with S. Herman to review and assist with due diligence process. Reviewed state and sales tax returns for due diligence catalogue. Meetings with B. Reed and Maria S. regarding the catalogues for tax returns, contracts, licenses and agreements. | 1:15 | 175.00 | 218.75 |
| 09/03/03 | A. Snyder | Sale of Company | Review of SRDS documents. Created spreadsheet and investigated Dennis Publishing and Hearst Magazines on the internet. Downloaded from Hoovers, Standard and Poors and the Wall Street Journal,. Documented company profiles, histories, news articles, key p | 2:00 | 175.00 | 350.00 |
| 09/03/03 | A. Snyder | Sale of Company | Meeting with A. Maniscalco to review inventory issues related to due diligence. Reviewed auditors' questions and answers related to accounting and controls of inventory. Catalogued paper, art, editorial and video assets inventories. | 2:30 | 175.00 | 437.50 |
| 09/03/03 | A. Snyder | Sale of Company | Meeting with J. Gallo to review 7-11 presentation, discussed industry and due diligence issues related to circulation. | 0:45 | 175.00 | 131.25 |
| 09/03/03 | A. Snyder | Sale of Company | Meeting with R. McEntee to review marketing of magazines and providing information for the due diligence process. | 0:15 | 175.00 | 43.75 |
| 09/03/03 | A. Snyder | Sale of Company | Catalogued production, human resources 401-K, medical benefits, travel and entertainment, marketing of videos, DVDs and broadcast reports. Catalogued revenue reports for 03/2003 and 07/2003. | 2:30 | 175.00 | 437.50 |
| 09/03/03 | S. Avila | Sale of Company | Meeting with S. Herman (GMI) re: assisting with schedules and due diligence process. | 0:30 | 475.00 | 237.50 |
| 09/04/03 | A. Snyder | Sale of Company | Meeting with D. Brennan to review account receivable due diligence issues. Catalogued account receivable credit terms, payment history, bad debt policy, A/R accounting and control issues. Meetings with B. Reed and M.S. to discuss process for cataloguing a | 1:45 | 175.00 | 306.25 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|--------|
| 09/04/03 | A. Snyder | Sale of Company | Meeting with S. Cook to review information system due diligence issues. Discussed the actual process of getting large amounts of information to potential investors based on existing infrastructure. Catalogued S. Cook's description of system, applications | 1:45 | 175.00 | 306.25 |
| 09/04/03 | A. Snyder | Sale of Company | Research regarding Playboy, Hustler, New Frontier, e-map and Prime Media. Downloaded from Hoovers, Standard and Poors, the Wall Street Journal, Folio and AdMedia M&A. Documented company profiles, histories, news articles, key people with bios, and Secur | 3:45 | 175.00 | 656.25 |
| 09/04/03 | A. Snyder | Sale of Company | Catalogued sample business plan report, inventory summary sheet, sample ads in GMI magazines and pricing plans, pricing comparisons to competitors. | 1:30 | 175.00 | 262.50 |
| 09/04/03 | A. Snyder | Sale of Company | Meeting with W. Vazoulas to review due diligence issues. Catalogued covenant compliance summary at 12/31/02, loan covenants and indenture document. | 3:15 | 175.00 | 568.75 |
| 09/05/03 | A. Snyder | Sale of Company | Meeting with R. Galloway and J. Winder to discuss due diligence issues and critical vendor list. Catalogued accounts payable aging analysis, accounting and control issues and procedures. | 1:45 | 175.00 | 306.25 |
| 09/05/03 | A. Snyder | Sale of Company | Meeting with R. McEntee for second review of due diligence issues. Catalogued competitors ads, market information, production specs magazine information and pricing issues. | 1:30 | 175.00 | 262.50 |
| 09/05/03 | A. Snyder | Sale of Company | Meeting with A. Maniscalco to review due diligence issues regarding other assets. Meeting with S. Herman to review the appraisals of artwork and furniture stored at home of R. Guccione. Catalogued other asset summary, executive insurance CSV, artwork and | 2:30 | 175.00 | 437.50 |
| 09/05/03 | A. Snyder | Sale of Company | Meeting with S. Cook to review options to burn CDs off FTP. Discussions with S. Avila and B. Reed regarding pros and cons of using CD medium. Renamed index directory into 8 bit file names. Meetings with S. Cook and B. Reed to burn CDs and distribute due | 5:30 | 175.00 | 962.50 |
| 09/05/03 | A. Snyder | Sale of Company | Updated investor tracking sheet with potential investor names. Drafted letter for S. Avila to accompany CDs for due diligence distribution. | 1:30 | 175.00 | 262.50 |
| 09/05/03 | A. Snyder | Sale of Company | Meeting with B. Reed and assistance to set up new catalogue for tax information. Checking code key information and descriptive detail. Reviewed due diligence process with B. Reed. | 1:15 | 175.00 | 218.75 |
| 09/05/03 | S. Avila | Sale of Company | Review correspondence from R. Feinstein (PSZYJW) re: due diligence information. | 0:18 | 475.00 | 142.50 |
| 09/05/03 | S. Avila | Sale of Company | Review and revise due diligence information; review correspondence to potential plan sponsors, | 0:48 | 475.00 | 380.00 |
| 09/06/03 | A. Snyder | Sale of Company | Updated letter to accompany due diligence CD to D. Ardi. Worked on catalogue index and verified code key information to index. Federal Expressed letter, index and CD to Ardi in Beverly Hills. | 2:00 | 175.00 | 350.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|----------|
| 09/06/03 | A. Snyder | Sale of Company | Downloaded every publisher in Hoovers under the adult entertainment category. Fed names into potential investor spreadsheet and input names of presidents and phone numbers for about 70 publishers. | | | |
| | | | | 4:00 | 175.00 | 700.00 |
| 09/06/03 | A. Snyder | Sale of Company | Meeting with S. Michael to review due diligence process and handing off documents for her follow up. Went over the GMI information teaser for potential investors. Delineated responsibilities with financial schedules and descriptive areas. | 1:30 | 175.00 | 262.50 |
| 09/06/03 | A. Snyder | Sale of Company | Assisted S. Avila with contribution margin analysis and schedules for creditor meeting. | 8:00 | 175.00 | 1,400.00 |
| 09/06/03 | A. Snyder | Sale of Company | Updated catalogue index and investor tracking material. Forwarded to S. Avila, D. Dixon and C. Crouse. | | | |
| | | | | 1:30 | 175.00 | 262.50 |
| 09/06/03 | S. Avila | Sale of Company | Review and revise due diligence information and process | 2:30 | 475.00 | 1,187.50 |
| 09/08/03 | A. Snyder | Sale of Company | Discussion with S. Michael regarding First Day Motions. | 0:15 | 175.00 | 43.75 |
| 09/09/03 | A. Snyder | Sale of Company | Discussion with B. Reed regarding catalogue index. Reviewed tax return index. | 0:30 | 175.00 | 87.50 |
| 09/09/03 | A. Snyder | Sale of Company | Researched remaining publishers listed as potential investors for presidents' names and phone numbers. Forwarded to team in NY. | 5:30 | 175.00 | 962.50 |
| 09/09/03 | A. Snyder | Sale of Company | Lay out of information flyer for potential investors. | 0:30 | 175.00 | 87.50 |
| 09/11/03 | A. Snyder | Sale of Company | Discussion with B. Reed regarding catalogue indexes. Formatted tax index and contract index. | 1:00 | 175.00 | 175.00 |
| 09/11/03 | A. Snyder | Sale of Company | Created draft of potential investor information sheets. Communicated with D. Dixon and C. Crouse for information inserts. | 4:00 | 175.00 | 700.00 |
| 09/11/03 | A. Snyder | Sale of Company | Continued to work on GMI information sheets regarding sample financial data extrapolated from the 10K. Subject matters were extracts from income statements and balance sheets from 2000, 2001 & 2002. | | | |
| | | | | 3:00 | 175.00 | 525.00 |
| 09/11/03 | S. Avila | Sale of Company | Review executed CA and due diligence requests, distribute due diligence material. | 0:24 | 475.00 | 190.00 |
| 09/12/03 | A. Snyder | Sale of Company | Continued to work on GMI offering memorandum regarding sample financial data extrapolated from the 10K. Subject matters were extracts from income statements regarding direct costs by segment and sales, general and administrative expenses. | 4:00 | 175.00 | 700.00 |
| 09/12/03 | S. Avila | Sale of Company | Telephone call to S. Michael (GMI) re: compilation of due diligence process. | 0:18 | 475.00 | 142.50 |
| 09/12/03 | S. Avila | Sale of Company | Review draft of offering memorandum | 0:24 | 475.00 | 190.00 |
| 09/12/03 | S. Avila | Sale of Company | Draft correspondence to S. Michael (GMI) re: Due Diligence process | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Sale of Company | Draft correspondence to S. Michael (GMI) re: GMI offering memorandum | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Sale of Company | Draft correspondence to T. Guccione (GMI) re: Board of Director Communication. | 0:06 | 475.00 | 47.50 |
| 09/12/03 | S. Avila | Sale of Company | Draft communication to S. Michael (GMI) re: Penthouse UK due diligence request. | 0:12 | 475.00 | 95.00 |
| 09/12/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial Capital) re: sale of PH assets. | 0:24 | 475.00 | 190.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|----------|
| 09/15/03 | A. Snyder | Sale of Company | Research potential investors and strategize contact plan. Research more industry magazines and update database. Look up magazines of publishers of adult entertainment. | 4:00 | 175.00 | 700.00 |
| 09/15/03 | A. Snyder | Sale of Company | Continued to extrapolate information from 10K for offering memorandum. Based upon conversation with S. Avila, added sections for assets, liabilities and equities. | 3:30 | 175.00 | 612.50 |
| 09/15/03 | A. Snyder | Sale of Company | Revised offering memorandum based on feedback from S. Avila. Discussions with S. Michael regarding offering memorandum for potential investors. | 2:30 | 175.00 | 437.50 |
| 09/15/03 | JC Crouse | Sale of Company | Prepare information response for Dennis Ardi | 1:30 | 325.00 | 487.50 |
| 09/15/03 | S. Avila | Sale of Company | Review and revise offering memorandum. | 0:48 | 475.00 | 380.00 |
| 09/15/03 | W. Snyder | Sale of Company | Reviewed teaser and contact list | 1:30 | 475.00 | 712.50 |
| 09/15/03 | W. Snyder | Sale of Company | called several potential investors - spoke to one left messages with rest | 1:30 | 475.00 | 712.50 |
| 09/16/03 | JC Crouse | Sale of Company | Collect information for Dennis Ardi request | 0:15 | 325.00 | 81.25 |
| 09/16/03 | S. Avila | Sale of Company | Draft correspondence to S. Michael (GMI) re: Potential investor tracking | 0:18 | 475.00 | 142.50 |
| 09/16/03 | S. Avila | Sale of Company | Draft correspondence to R. Feinstein (PSZYJW) re: GMI offering memorandum | 0:24 | 475.00 | 190.00 |
| 09/16/03 | W. Snyder | Sale of Company | Reviewed revised list and teaser | 1:30 | 475.00 | 712.50 |
| 09/16/03 | W. Snyder | Sale of Company | called various other potential investors - spoke to 2 left messages for rest | 2:30 | 475.00 | 1,187.50 |
| 09/17/03 | A. Snyder | Sale of Company | Continued to investigate potential investor information regarding magazines published. Filled out information as requested by S. Avila. | 2:30 | 175.00 | 437.50 |
| 09/17/03 | JC Crouse | Sale of Company | Meeting to review licensing agent plan for generating new revenue for business | 1:15 | 325.00 | 406.25 |
| 09/17/03 | W. Snyder | Sale of Company | called back several potential buyers - no response | 1:30 | 475.00 | 712.50 |
| 09/18/03 | S. Avila | Sale of Company | Review correspondence from S. Michael (GMI) re: confidentiality agreement. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Sale of Company | Review correspondence from L. Snyder (CRP) re: GMI offering memorandum. | 0:18 | 475.00 | 142.50 |
| 09/18/03 | S. Avila | Sale of Company | Review correspondence from W. Snyder (CRP) re: discussions with Playboy. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Sale of Company | Review draft listing of potential investors. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Sale of Company | Review information request from D. Ardi and distribute to appropriate parties. | 0:18 | 475.00 | 142.50 |
| 09/18/03 | S. Avila | Sale of Company | Review update to list of potential investors. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | S. Avila | Sale of Company | Review correspondence from S. Michael (GMI) re: CA agreements. | 0:12 | 475.00 | 95.00 |
| 09/18/03 | W. Snyder | Sale of Company | Called back several potential buyers got a response from 1 | 2:00 | 475.00 | 950.00 |
| 09/19/03 | A. Snyder | Sale of Company | Additional research for information regarding Velvet and Genesis magazines, and other publishers' CFO names and phone numbers. Researched publishers based upon feedback. | 3:30 | 175.00 | 612.50 |
| 09/19/03 | A. Snyder | Sale of Company | Conversations with S. Michael regarding the Contracts catalogue index and related issues. | 0:15 | 175.00 | 43.75 |
| 09/19/03 | S. Avila | Sale of Company | Review correspondence from potential investor re: Site visit from scheduled for 9/29. | 0:12 | 475.00 | 95.00 |
| 09/19/03 | W. Snyder | Sale of Company | Spoke to a potential investor and called back another | 1:00 | 475.00 | 475.00 |
| 09/19/03 | W. Snyder | Sale of Company | Spoke to Scott about the issue of having several people calling potential suitors | 0:30 | 475.00 | 237.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|----------|
| 09/22/03 | D. Dixon | Sale of Company | Review and begin collecting data for due diligence data requests for FTI (Cerberus financial advisors), Triax Financial Consultants and others. | 2:30 | 390.00 | 975.00 |
| 09/22/03 | D. Dixon | Sale of Company | Meet A. Haworth from Triax to go over due diligence data and determine additional needs. | 1:00 | 390.00 | 390.00 |
| 09/22/03 | D. Dixon | Sale of Company | Gather due diligence information, respond to requests, and update files to include in the packages. | 3:00 | 390.00 | 1,170.00 |
| 09/22/03 | D. Dixon | Sale of Company | Meet with S. Herman to discuss final issues of the tax return and next steps in getting it filed. Change presentation in due diligence package to include only GMI returns. | 0:30 | 390.00 | 195.00 |
| 09/22/03 | D. Dixon | Sale of Company | Additional discussion with A. Haworth regarding data requests for Triax. | 0:15 | 390.00 | 97.50 |
| 09/22/03 | S. Avila | Sale of Company | Review information request from Northern & Shell. | 0:24 | 475.00 | 190.00 |
| 09/22/03 | S. Avila | Sale of Company | Review information request from Adam Haworth re: information request. | 0:12 | 475.00 | 95.00 |
| 09/22/03 | S. Avila | Sale of Company | Review correspondence from J. Sarachek re: due diligence request. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | S. Avila | Sale of Company | Review correspondence from R. Feinstein (PSZYJW) re: due diligence request from J. Sarachek. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | S. Avila | Sale of Company | Review correspondence from G. Sandu re: due diligence request from J. Sarachek. | 0:12 | 475.00 | 95.00 |
| 09/22/03 | S. Avila | Sale of Company | Review correspondence from D. Dixon (CRP) re: various due diligence. | 0:18 | 475.00 | 142.50 |
| 09/22/03 | W. Snyder | Sale of Company | spoke to potential purchasers | 0:45 | 475.00 | 356.25 |
| 09/23/03 | A. Snyder | Sale of Company | Continued to update potential investor spreadsheet to include names of magazines and ratings. | 4:00 | 175.00 | 700.00 |
| 09/23/03 | A. Snyder | Sale of Company | Conversations with S. Michael and W. Snyder regarding status of calls. Set up plan of calling with W. Snyder, Researched on internet and called FHM, Private Media and Gruner + Jahr. Set up follow ups with W. Snyder. Updated spreadsheet and W. Snyder. | 3:00 | 175.00 | 525.00 |
| 09/23/03 | D. Dixon | Sale of Company | Data gathering meeting and introduction to key staff for A. Haworth with Triax/IIG. | 0:30 | 390.00 | 195.00 |
| 09/23/03 | D. Dixon | Sale of Company | Respond to due diligence requests from Triax/IIG | 0:30 | 390.00 | 195.00 |
| 09/23/03 | JC Crouse | Sale of Company | Collect data for Ardi due diligence requests | 1:00 | 325.00 | 325.00 |
| 09/23/03 | JC Crouse | Sale of Company | Collect data for Sandu due diligence requests | 1:00 | 325.00 | 325.00 |
| 09/23/03 | JC Crouse | Sale of Company | Development of Due Diligence materials in preparation for possible sale of business | 1:00 | 325.00 | 325.00 |
| 09/23/03 | JC Crouse | Sale of Company | Collect data for Sandu due diligence requests | 3:00 | 325.00 | 975.00 |
| 09/23/03 | JC Crouse | Sale of Company | Collect data for Ardi due diligence requests | 1:35 | 325.00 | 514.58 |
| 09/23/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: due diligence process. | 0:18 | 475.00 | 142.50 |
| 09/23/03 | S. Avila | Sale of Company | Review and revise listing of investors and potential parties; review CA, discussions with W. Snyder (CRP) re: potential investors. | 1:48 | 475.00 | 855.00 |
| 09/23/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: due diligence process. | 0:24 | 475.00 | 190.00 |
| 09/23/03 | S. Avila | Sale of Company | Review various correspondence from R. Feinstein (PSZYJW) re: proposed modifications to the CA by potential investors. | 0:30 | 475.00 | 237.50 |
| 09/23/03 | W. Snyder | Sale of Company | spoke to potential purchasers | 1:00 | 475.00 | 475.00 |
| 09/24/03 | A. Snyder | Sale of Company | Continued to update potential investor spreadsheet to include names of magazines and ratings. | 4:30 | 175.00 | 787.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|----------|
| 09/24/03 | S. Avila | Sale of Company | Telephone conference with representatives of UK Licensee re: due diligence trip scheduled for 9/29. | 0:48 | 475.00 | 380.00 |
| 09/24/03 | S. Avila | Sale of Company | Telephone conversation with J. Riccardi re: potential investor. | 0:24 | 475.00 | 190.00 |
| 09/24/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: due diligence process. | 0:12 | 475.00 | 95.00 |
| 09/24/03 | W. Snyder | Sale of Company | Spoke to management and potential investors | 1:30 | 475.00 | 712.50 |
| 09/25/03 | A. Snyder | Sale of Company | Conversations with W. Snyder regarding status of calls. Set up plan of calling with W. Snyder, Researched on internet and called Ascend Media, Boston Ventures. American Publishing, Dennis Publishing, Hearst Magazines, Rolling Stone, Trump Organization, a | 6:00 | 175.00 | 1,050.00 |
| 09/25/03 | D. Dixon | Sale of Company | Follow up on data requests from FTI.. | 0:15 | 390.00 | 97.50 |
| 09/25/03 | JC Crouse | Sale of Company | Discussions with S. Avila (CRP) re: restructuring of GMI organization. | 0:24 | 325.00 | 130.00 |
| 09/25/03 | JC Crouse | Sale of Company | Organizational restructure | 3:30 | 325.00 | 1,137.50 |
| 09/25/03 | S. Avila | Sale of Company | Review and revise list of potential investors and status of respective due diligence efforts. | 0:24 | 475.00 | 190.00 |
| 09/25/03 | S. Avila | Sale of Company | Discussions with H. Halpner (GMI) re: status of Quebecor/Curtis assignment. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | S. Avila | Sale of Company | Telephone call to C. Samel (GMI) re: due diligence process. | 0:12 | 475.00 | 95.00 |
| 09/25/03 | S. Avila | Sale of Company | Telephone calls to various potential investors. | 0:54 | 475.00 | 427.50 |
| 09/25/03 | W. Snyder | Sale of Company | Spoke to management and potential investors | 1:30 | 475.00 | 712.50 |
| 09/26/03 | JC Crouse | Sale of Company | Organizational restructure | 3:00 | 325.00 | 975.00 |
| 09/26/03 | S. Avila | Sale of Company | Discussions with S. Michaels (GMI) re: due diligence process. | 0:18 | 475.00 | 142.50 |
| 09/26/03 | S. Avila | Sale of Company | Discussions with W. Snyder (CRP) re: status of contacting of potential investors. | 0:18 | 475.00 | 142.50 |
| 09/26/03 | W. Snyder | Sale of Company | Spoke to potential investors - sent data | 1:15 | 475.00 | 593.75 |
| 09/26/03 | W. Snyder | Sale of Company | Discussions with S. Avila (CRP) re: status of contacting of potential investors. | 0:18 | 475.00 | 142.50 |
| 09/29/03 | JC Crouse | Sale of Company | New plan sponsor review of data request | 1:00 | 325.00 | 325.00 |
| 09/29/03 | JC Crouse | Sale of Company | Develop draft organization redesign | 2:00 | 325.00 | 650.00 |
| 09/29/03 | JC Crouse | Sale of Company | Develop draft organization redesign | 1:30 | 325.00 | 487.50 |
| 09/29/03 | S. Avila | Sale of Company | Telephone call with R. Feinstein (PSZYJW) re: site visit by GMI's UK licensee | 0:12 | 475.00 | 95.00 |
| 09/29/03 | S. Avila | Sale of Company | Meeting with GMI's UK licensee re: potential investment in GMI | 1:54 | 475.00 | 902.50 |
| 09/29/03 | S. Avila | Sale of Company | Meeting with B. Guccione and UK licensee re: potential investment in GMI | 1:30 | 475.00 | 712.50 |
| 09/30/03 | JC Crouse | Sale of Company | Meeting with Devino on organization in Arts and Graphics | 1:00 | 325.00 | 325.00 |
| 09/30/03 | JC Crouse | Sale of Company | Meeting with Black on organization in Editorial | 0:45 | 325.00 | 243.75 |
| 09/30/03 | JC Crouse | Sale of Company | Organizational redesign | 0:45 | 325.00 | 243.75 |
| 09/30/03 | JC Crouse | Sale of Company | Organizational redesign | 2:00 | 325.00 | 650.00 |
| 09/30/03 | S. Avila | Sale of Company | Telephone call with A. Miller (HLHZ) re: status of sale process for GMI | 0:42 | 475.00 | 332.50 |
| 09/30/03 | S. Avila | Sale of Company | Meeting with GMI UK licensee re: potential investment in GMI | 1:06 | 475.00 | 522.50 |
| 09/30/03 | S. Avila | Sale of Company | Telephone conversation with B. Garfinkel re: due diligence information and CA. | 0:18 | 475.00 | 142.50 |
| 09/30/03 | S. Avila | Sale of Company | Telephone conversation with G. Fine re: potential investment in GMI | 0:12 | 475.00 | 95.00 |
| 09/30/03 | S. Avila | Sale of Company | Telephone call to K. Montenaro re: potential investment in GMI | 0:06 | 475.00 | 47.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|------------|
| 09/30/03 | S. Avila | Sale of Company | Telephone call to J. Riccardi re: potential investment in GMI | 0:12 | 475.00 | 95.00 |
| 09/30/03 | W. Snyder | Courtesy Disct | Courtesy Discount | | 475.00 | (8,692.50) |
| 10/01/03 | S. Avila | Sale of Company | Review and revise potential investor list and associated status report. | 0:30 | 475.00 | 237.50 |
| 10/01/03 | S. Avila | Sale of Company | Discussions with C. Samel (GMI) re: review potential investor list and update on status of discussions. | 0:18 | 475.00 | 142.50 |
| 10/01/03 | S. Avila | Sale of Company | Telephone conversation with K. Montenegro re: potential investment in GMI | 0:12 | 475.00 | 95.00 |
| 10/02/03 | S. Avila | Sale of Company | Meeting with representatives of Private Media re: potential investment in GMI | 0:36 | 475.00 | 285.00 |
| 10/02/03 | S. Avila | Sale of Company | Review and revise potential investor tracking information, status of due diligence process and on-site visits. | 0:30 | 475.00 | 237.50 |
| 10/02/03 | S. Avila | Sale of Company | Telephone conversation with K. Montenegro re: potential investment in GMI | 0:18 | 475.00 | 142.50 |
| 10/03/03 | S. Avila | Sale of Company | Review and revise due diligence and potential investor tracking log; call potential investors; research international publications for potential interest in investing GMI. | 1:30 | 475.00 | 712.50 |
| 10/03/03 | S. Avila | Sale of Company | Telephone conversation with D. Arti re: due diligence process and potential investment in GMI | 0:18 | 475.00 | 142.50 |
| 10/06/03 | A. Snyder | Sale of Company | Downloaded company information and made calls to prospective investors. Called Grupo Televisa, Guardian Media Group, Promodora de Informaciones, RCS Media Group, Schbsted, Axel Springer Verlag, Bonnier, Impresa, SGPS, Newsquest, Orkla, SMG, I Feel Good and SCMG. | 2:45 | 175.00 | 481.25 |
| 10/06/03 | S. Avila | Sale of Company | Review and respond to various questions from potential investors. | 0:36 | 475.00 | 285.00 |
| 10/06/03 | S. Avila | Sale of Company | Review and revise investor tracking document. | 0:24 | 475.00 | 190.00 |
| 10/06/03 | S. Avila | Sale of Company | Review correspondence from A. Guccione re: licensing opportunity. | 0:12 | 475.00 | 95.00 |
| 10/06/03 | S. Avila | Sale of Company | Various telephone calls to potential investors. | 0:42 | 475.00 | 332.50 |
| 10/07/03 | S. Avila | Sale of Company | Review and respond to various information requests from potential investors. | 0:54 | 475.00 | 427.50 |
| 10/07/03 | S. Avila | Sale of Company | Review and revise potential investor contact information and status thereof. | 0:48 | 475.00 | 380.00 |
| 10/07/03 | S. Avila | Sale of Company | Sale process - various telephone calls to potential investors; distribute confidentiality agreement and offering memorandum; | 1:12 | 475.00 | 570.00 |
| 10/08/03 | S. Avila | Sale of Company | Meeting with financial advisor for GMI's UK licensee re: potential investment in GMI | 1:30 | 475.00 | 712.50 |
| 10/08/03 | S. Avila | Sale of Company | Review and respond to party interested in Omni trade name. | 0:12 | 475.00 | 95.00 |
| 10/08/03 | S. Avila | Sale of Company | Review and respond to various due diligence information requests | 0:36 | 475.00 | 285.00 |
| 10/08/03 | S. Avila | Sale of Company | Review and revise potential investor data | 0:18 | 475.00 | 142.50 |
| 10/08/03 | S. Avila | Sale of Company | Review correspondence from UK licensee financial advisor | 0:12 | 475.00 | 95.00 |
| 10/08/03 | S. Avila | Sale of Company | Review J. Gallo (GMI) response to information request from potential investors. | 0:12 | 475.00 | 95.00 |
| 10/08/03 | S. Avila | Sale of Company | Various telephone conversations with parties re: potential investment in GMI; | 1:12 | 475.00 | 570.00 |
| 10/13/03 | S. Avila | Sale of Company | Draft correspondence to C. Prast (Private) re: response to due diligence request. | 0:24 | 475.00 | 190.00 |
| 10/13/03 | S. Avila | Sale of Company | Telephone calls to various potential investors. | 0:42 | 475.00 | 332.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|----------|
| 10/13/03 | S. Avila | Sale of Company | Various telephone calls to potential investors. | 0:30 | 475.00 | 237.50 |
| 10/14/03 | JC Crouse | Sale of Company | Analysis of headcount reductions planning in restructured business plan | 0:54 | 325.00 | 292.50 |
| 10/14/03 | JC Crouse | Sale of Company | Complete internet restructured business plan | 2:18 | 325.00 | 747.50 |
| 10/14/03 | JC Crouse | Sale of Company | Meeting with Mike McNicholas re restructured internet business plan | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Sale of Company | Respond to due diligence information requests | 0:32 | 325.00 | 173.33 |
| 10/14/03 | JC Crouse | Sale of Company | Review and respond to various emails on due diligence requests and status | 0:12 | 325.00 | 65.00 |
| 10/14/03 | JC Crouse | Sale of Company | Work on completion of restructured business plan and report | 2:30 | 325.00 | 812.50 |
| 10/14/03 | JC Crouse | Sale of Company | Work on completion of restructured business plan and report | 2:30 | 325.00 | 812.50 |
| 10/14/03 | S. Avila | Sale of Company | Review draft letter to prospective investors. | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Sale of Company | Telephone conversation with K. Montenegro re: potential investment in GMI | 0:18 | 475.00 | 142.50 |
| 10/14/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: Forum License in UK. | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Sale of Company | Telephone conversation with R. Williams (Kroll) re: UK licensee investment in GMI | 0:24 | 475.00 | 190.00 |
| 10/14/03 | S. Avila | Sale of Company | Telephone conversation with S. Michaels (GMI) re: due diligence requests and status thereof. | 0:12 | 475.00 | 95.00 |
| 10/14/03 | S. Avila | Sale of Company | Telephone conversation with S. Michaels (GMI) re: review investor tracking documents and outstanding due diligence requests. | 0:30 | 475.00 | 237.50 |
| 10/15/03 | JC Crouse | Sale of Company | Discussion with Joe Gallo on restructured publications business plan | 0:18 | 325.00 | 97.50 |
| 10/15/03 | JC Crouse | Sale of Company | Discussion with Mike McNicholas re meeting with Magna publishing | 0:18 | 325.00 | 97.50 |
| 10/15/03 | JC Crouse | Sale of Company | Review of subs and circulation restructured business plan | 0:18 | 325.00 | 97.50 |
| 10/15/03 | JC Crouse | Sale of Company | Work on completion of restructured business plan | 0:54 | 325.00 | 292.50 |
| 10/15/03 | JC Crouse | Sale of Company | Work on restructured business plan | 2:18 | 325.00 | 747.50 |
| 10/15/03 | S. Avila | Sale of Company | Review correspondence from A. Snyder (CRP) re: letter to prospective investors. | 0:24 | 475.00 | 190.00 |
| 10/15/03 | S. Avila | Sale of Company | Review correspondence from D. Ardi re: Offer to Purchase Forum License. | 0:18 | 475.00 | 142.50 |
| 10/15/03 | S. Avila | Sale of Company | Review correspondence from S. Michaels (CRP) re: Updated investor tracking. | 0:12 | 475.00 | 95.00 |
| 10/15/03 | S. Avila | Sale of Company | Telephone calls to various potential investors | 0:42 | 475.00 | 332.50 |
| 10/16/03 | JC Crouse | Sale of Company | Discussion with Jeff Lagrotte re restructured video business plan | 0:36 | 325.00 | 195.00 |
| 10/16/03 | JC Crouse | Sale of Company | Discussion with Joe Gallo re restructured publications business plan | 1:48 | 325.00 | 585.00 |
| 10/16/03 | JC Crouse | Sale of Company | Discussion with Rich McEntee re restructured publications business plan - advertising | 0:54 | 325.00 | 292.50 |
| 10/16/03 | JC Crouse | Sale of Company | Review and respond to various emails on due diligence requests and status | 0:24 | 325.00 | 130.00 |
| 10/16/03 | JC Crouse | Sale of Company | Work on restructured business plan | 3:42 | 325.00 | 1,202.50 |
| 10/16/03 | JC Crouse | Sale of Company | Work on restructured business plan - fresh start account rules | 0:24 | 325.00 | 130.00 |
| 10/16/03 | S. Avila | Sale of Company | Review correspondence from R. Williams re: Visit to NYC re: purchase of GMI | 0:06 | 475.00 | 47.50 |
| 10/16/03 | S. Avila | Sale of Company | Review correspondence from S. Michaels (GMI) re: information request from potential investor. | 0:18 | 475.00 | 142.50 |
| 10/16/03 | S. Avila | Sale of Company | Review proposal from UK Licensee to purchase GMI's assets. | 0:36 | 475.00 | 285.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|----------|
| 10/17/03 | JC Crouse | Sale of Company | Telecon with Scott Avila to discuss building plan of reorganization | 0:18 | 325.00 | 97.50 |
| 10/17/03 | JC Crouse | Sale of Company | Discussion with Jeff Lagrotte and Frank Devino re restructured video business plan | 0:30 | 325.00 | 162.50 |
| 10/17/03 | JC Crouse | Sale of Company | Discussion with Joe Gallo re restructured publications business plan | 0:12 | 325.00 | 65.00 |
| 10/17/03 | JC Crouse | Sale of Company | Work on restructured business plan | 3:00 | 325.00 | 975.00 |
| 10/17/03 | S. Avila | Sale of Company | Telephone conversation with C. Crouse (CRP) re: business plan. | 0:18 | 475.00 | 142.50 |
| 10/17/03 | S. Avila | Sale of Company | Review investor tracking and due diligence information. | 0:24 | 475.00 | 190.00 |
| 10/17/03 | S. Avila | Sale of Company | Telephone conversation with J. Naccarato (Cerberus) re: Status of Sale Process. | 0:18 | 475.00 | 142.50 |
| 10/20/03 | JC Crouse | Sale of Company | Develop restructured business plan | 6:00 | 325.00 | 1,950.00 |
| 10/20/03 | JC Crouse | Sale of Company | Discuss net restructured business plan w/Mike McNicholas | 0:12 | 325.00 | 65.00 |
| 10/20/03 | JC Crouse | Sale of Company | Discuss pub restructured business plan w/ Joe Gallo | 0:24 | 325.00 | 130.00 |
| 10/20/03 | JC Crouse | Sale of Company | Discuss video restructured business plan w/ Frank Devino | 0:06 | 325.00 | 32.50 |
| 10/20/03 | JC Crouse | Sale of Company | Discuss video restructured business plan w/ Jeff Lagrotte | 0:12 | 325.00 | 65.00 |
| 10/20/03 | S. Avila | Sale of Company | Draft correspondence to H. Halpner (GMI) re: information request from a potential investor. | 0:18 | 475.00 | 142.50 |
| 10/20/03 | S. Avila | Sale of Company | Draft correspondence to L. Sutter (GMI) re: Broadcast opportunity. | 0:12 | 475.00 | 95.00 |
| 10/20/03 | S. Avila | Sale of Company | Telephone call to B. Campbell (Playboy) re: status of interest on due diligence of GMI investment opportunity. | 0:18 | 475.00 | 142.50 |
| 10/20/03 | S. Avila | Sale of Company | Telephone conversation with D. Ardi re: status of interest of potential investment in GMI; and offer to purchase Forum in the UK | 0:18 | 475.00 | 142.50 |
| 10/20/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial Capital) re: Status of LFP's interest in GMI | 0:24 | 475.00 | 190.00 |
| 10/20/03 | S. Avila | Sale of Company | Telephone conversation with L. Parreta re: potential investment in GMI. | 0:12 | 475.00 | 95.00 |
| 10/20/03 | S. Avila | Sale of Company | Telephone conversation with R. Williams (Kroll) re: UK Licensee status of investment in GMI | 0:18 | 475.00 | 142.50 |
| 10/20/03 | S. Avila | Sale of Company | Telephone conversation with L. Parreta re: various information requests and interest in GMI | 0:18 | 475.00 | 142.50 |
| 10/21/03 | JC Crouse | Sale of Company | Answer questions on Due Diligence request | 0:36 | 325.00 | 195.00 |
| 10/21/03 | JC Crouse | Sale of Company | Create presentation summary of base and restructured business plan | 3:24 | 325.00 | 1,105.00 |
| 10/21/03 | JC Crouse | Sale of Company | Restructured business plan | 0:42 | 325.00 | 227.50 |
| 10/21/03 | JC Crouse | Sale of Company | Restructured business plan | 2:12 | 325.00 | 715.00 |
| 10/21/03 | JC Crouse | Sale of Company | Review fresh start accounting guidelines for GMI balance sheet structure | 0:48 | 325.00 | 260.00 |
| 10/21/03 | S. Avila | Sale of Company | Discussions with H. Halpner (GMI) re: due diligence information requests. | 0:24 | 475.00 | 190.00 |
| 10/21/03 | S. Avila | Sale of Company | Discussions with J. Gallo (GMI) re: due diligence information requests. | 0:36 | 475.00 | 285.00 |
| 10/21/03 | S. Avila | Sale of Company | Meeting with representatives of the Score Group re: possible investment in GMI | 2:06 | 475.00 | 997.50 |
| 10/21/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: misc. issues including update on meeting with Score Group. | 0:18 | 475.00 | 142.50 |
| 10/21/03 | S. Avila | Sale of Company | Various discussions with potential investors re: possible investment in GMI. | 1:18 | 475.00 | 617.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|----------|
| 10/22/03 | JC Crouse | Sale of Company | Make revisions to restructured business plan based on updated circulation actions and subscriptions projections | 7:06 | 325.00 | 2,307.50 |
| 10/22/03 | JC Crouse | Sale of Company | Meeting with Rich Mcentee and Scott Avila on advertising projection in restructured business | 0:30 | 325.00 | 162.50 |
| 10/22/03 | JC Crouse | Sale of Company | Reorganization planning meeting with Scott Avila | 0:18 | 325.00 | 97.50 |
| 10/22/03 | JC Crouse | Sale of Company | Review of presentation on base case and restructured business plan with Scott Avila | 0:36 | 325.00 | 195.00 |
| 10/22/03 | JC Crouse | Sale of Company | Review of restructured business plan with Scott Avila | 0:30 | 325.00 | 162.50 |
| 10/22/03 | JC Crouse | Sale of Company | Telecon with Imperial Capital on Due Diligence information requests | 0:42 | 325.00 | 227.50 |
| 10/22/03 | S. Avila | Sale of Company | Draft correspondence to C. Prast (Private) re: status of sale process | 0:18 | 475.00 | 142.50 |
| 10/22/03 | S. Avila | Sale of Company | Review correspondence from D. Huse (Kroll) re: revised letter to GMI's bondholders. | 0:24 | 475.00 | 190.00 |
| 10/23/03 | A. Snyder | Sale of Company | Downloaded company information and made calls to prospective investors. Called Harris Publications, Conde Nast, Martin Kelter Verlag, Galaxy Publications, Haymarket Group, Editions Philippe and Excelsior Publications. | 1:30 | 175.00 | 262.50 |
| 10/23/03 | JC Crouse | Sale of Company | Due diligence discussion with David Hull | 0:06 | 325.00 | 32.50 |
| 10/23/03 | JC Crouse | Sale of Company | Meeting with Mike McNicholas re internet restructured business plan | 0:24 | 325.00 | 130.00 |
| 10/23/03 | S. Avila | Sale of Company | Telephone call to G. Gallen (reporter) re: status of GMI sale process. | 0:12 | 475.00 | 95.00 |
| 10/23/03 | S. Avila | Sale of Company | Review correspondence from S. Michaels (GMI) re: due diligence request. | 0:06 | 475.00 | 47.50 |
| 10/23/03 | S. Avila | Sale of Company | Telephone conversation with D. Ardi re: license or sale of Forum in the UK. | 0:18 | 475.00 | 142.50 |
| 10/23/03 | S. Avila | Sale of Company | Telephone conversation with S. Michaels re: response to due diligence requests, distribution of confidentiality agreements; and review of investor tracking. | 0:18 | 475.00 | 142.50 |
| 10/23/03 | S. Avila | Sale of Company | Telephone conversation with various potential investors. | 0:36 | 475.00 | 285.00 |
| 10/24/03 | JC Crouse | Sale of Company | Create draft plan of reorganization balance sheet structure | 1:24 | 325.00 | 455.00 |
| 10/27/03 | JC Crouse | Sale of Company | Base and restructured business plan projections modifications | 5:12 | 325.00 | 1,690.00 |
| 10/27/03 | JC Crouse | Sale of Company | Base and restructured projections review with Scott Avila | 1:24 | 325.00 | 455.00 |
| 10/27/03 | JC Crouse | Sale of Company | Respond to Due Diligence requests from LFP | 0:18 | 325.00 | 97.50 |
| 10/27/03 | JC Crouse | Sale of Company | Restructuring business plan review and update | 0:36 | 325.00 | 195.00 |
| 10/27/03 | JC Crouse | Sale of Company | Review restructured business plan for internet business with Mike McNicholas | 0:18 | 325.00 | 97.50 |
| 10/27/03 | JC Crouse | Sale of Company | Teleconference with LFP group on financials and analysis of business | 1:30 | 325.00 | 487.50 |
| 10/27/03 | S. Avila | Sale of Company | Draft correspondence to R. Feinstein (PSZYJW) re: Letter of interest from UK Licensee | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Sale of Company | Draft correspondence to S. Michaels (GMI) re: K. Montenegro information request. | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Sale of Company | Review correspondence from R. Feinstein (PSZYJW) re: draft of GMI asset purchase agreement. | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Sale of Company | Review modifications to New Frontier CA and discuss with R. Feinstein (PSZYJW) | 0:18 | 475.00 | 142.50 |
| 10/27/03 | S. Avila | Sale of Company | Telephone conversation with counsel for New Frontier re: modifications to the CA | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|--------|
| 10/27/03 | S. Avila | Sale of Company | Telephone conversation with B. Garfinkel re: status of his interest in GMI | 0:12 | 475.00 | 95.00 |
| 10/27/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: review restructuring alternatives and timing; | 0:18 | 475.00 | 142.50 |
| 10/27/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: status of New Frontier CA | 0:06 | 475.00 | 47.50 |
| 10/27/03 | S. Avila | Sale of Company | Telephone conversation with New Frontier's counsel re: revisions to CA | 0:24 | 475.00 | 190.00 |
| 10/27/03 | S. Avila | Sale of Company | Various telephone calls to parties interested in GMI | 0:48 | 475.00 | 380.00 |
| 10/28/03 | JC Crouse | Sale of Company | Meet with Kathy Fuchs on plans for restructuring internet group - HR related issues | 0:30 | 325.00 | 162.50 |
| 10/28/03 | JC Crouse | Sale of Company | Meet with LFP Group via conference call to review financials of the business and assist in their analysis | 1:30 | 325.00 | 487.50 |
| 10/28/03 | JC Crouse | Sale of Company | Meet with Mike McNicholas on plans for restructuring internet group | 0:30 | 325.00 | 162.50 |
| 10/28/03 | S. Avila | Sale of Company | Discussions with representatives of New Frontier Media re: GMI confidentiality agreement. | 0:36 | 475.00 | 285.00 |
| 10/28/03 | S. Avila | Sale of Company | Discussions with various potential parties interested in GMI's assets with respect confidentiality agreements. | 0:30 | 475.00 | 237.50 |
| 10/28/03 | S. Avila | Sale of Company | Review and revise investor tracking documentation. | 0:24 | 475.00 | 190.00 |
| 10/28/03 | S. Avila | Sale of Company | Review correspondence from R. Williams (Kroll) re: draft letter to bondholders. | 0:12 | 475.00 | 95.00 |
| 10/28/03 | S. Avila | Sale of Company | Review correspondence from S. Michaels (GMI) re: due diligence information request. | 0:12 | 475.00 | 95.00 |
| 10/28/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: due diligence request and status of process. | 0:30 | 475.00 | 237.50 |
| 10/28/03 | S. Avila | Sale of Company | Telephone conversation with R. Williams (Kroll) re: Bondholders interest in providing transaction financing. | 0:24 | 475.00 | 190.00 |
| 10/28/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: due diligence information. | 0:36 | 475.00 | 285.00 |
| 10/28/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: review status of potential investors. | 0:18 | 475.00 | 142.50 |
| 10/29/03 | D. Dixon | Sale of Company | Adjust daily cash flow model and provide to potential buyer. | 0:24 | 390.00 | 156.00 |
| 10/29/03 | JC Crouse | Sale of Company | Discuss sale of business with Wellspring Capital | 0:18 | 325.00 | 97.50 |
| 10/29/03 | JC Crouse | Sale of Company | Respond to Due Diligence requests from LFP | 0:24 | 325.00 | 130.00 |
| 10/29/03 | S. Avila | Sale of Company | Review correspondence from L. Sutter (GMI) re: response to due diligence information request - job descriptions. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Sale of Company | Review correspondence from representatives of UK Licensee re: proposal to purchase GMI. | 0:12 | 475.00 | 95.00 |
| 10/29/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: review status of parties interested in investing in GMI. | 0:24 | 475.00 | 190.00 |
| 10/29/03 | S. Avila | Sale of Company | Telephone conversation with representatives of New Frontier Media re: revisions to confidentiality agreement. | 0:36 | 475.00 | 285.00 |
| 10/29/03 | S. Avila | Sale of Company | Telephone conversations with various potential investors. | 1:18 | 475.00 | 617.50 |
| 10/30/03 | S. Avila | Sale of Company | Draft correspondence to R. Feinstein (PSZYJW) re: GMI's financial models. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Sale of Company | Draft correspondence to R. Feinstein (PSZYJW) re: various operating restructuring scenarios. | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|----------|
| 10/30/03 | S. Avila | Sale of Company | Draft correspondence to S. Michaels (GMI) re: Wasserman due diligence | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Sale of Company | Meeting with S. Wasserman re: due diligence on GMI | 1:06 | 475.00 | 522.50 |
| 10/30/03 | S. Avila | Sale of Company | Meeting with S. Wassermann re: meeting with GMI staff and organization of staff meetings. | 0:42 | 475.00 | 332.50 |
| 10/30/03 | S. Avila | Sale of Company | Review and revise investor tracking documentation. | 0:24 | 475.00 | 190.00 |
| 10/30/03 | S. Avila | Sale of Company | Review correspondence from C. Prast (Private) re: sale process. | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Sale of Company | Review correspondence from R. Feinstein (PSZYJW) re: S. Wasserman due diligence | 0:06 | 475.00 | 47.50 |
| 10/30/03 | S. Avila | Sale of Company | Telephone conversation with Counsel for New Frontier Media re: Confidentiality Agreement. | 0:30 | 475.00 | 237.50 |
| 10/30/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: status of interest in GMI and timing of process for offers. | 0:24 | 475.00 | 190.00 |
| 10/30/03 | S. Avila | Sale of Company | Telephone conversation with R. Williams (Kroll) re: meeting with Bondholders. | 0:12 | 475.00 | 95.00 |
| 10/30/03 | S. Avila | Sale of Company | Telephone conversation with R. Williams (Kroll) re: continue due diligence on GMI. | 0:24 | 475.00 | 190.00 |
| 10/30/03 | S. Avila | Sale of Company | Telephone conversation with representatives of Private Media re: status of interest in GMI and due diligence process. | 0:18 | 475.00 | 142.50 |
| 10/31/03 | JC Crouse | Sale of Company | Reply to Due Diligence Requests and inquiry from LFP | 0:30 | 325.00 | 162.50 |
| 10/31/03 | JC Crouse | Sale of Company | Review and Create Invoice for CRP, distribute to all parties (work completed on 10/22/03 and not billed at that time) | 5:00 | 325.00 | 1,625.00 |
| 10/31/03 | S. Avila | Sale of Company | Telephone conversations with various parties interested in investing in GMI | 0:48 | 475.00 | 380.00 |
| 11/03/03 | D. Dixon | Sale of Company | Research and respond to questions from A. Haworth (potential buyer). | 0:24 | 390.00 | 156.00 |
| 11/03/03 | S. Avila | Sale of Company | Discussions with G. Rojas (GMI) re: review status of international parties interested in investing GMI. | 0:30 | 475.00 | 237.50 |
| 11/03/03 | S. Avila | Sale of Company | Draft correspondence to J. Naccarato (Cerberus) re: meeting with UK licensee. | 0:06 | 475.00 | 47.50 |
| 11/03/03 | S. Avila | Sale of Company | Draft correspondence to R. Williams (Kroll) re: potential meeting next week in NY. | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Sale of Company | Draft correspondence to UK Licensee re: meeting next week in NY> | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: review status of potential investors. | 0:12 | 475.00 | 95.00 |
| 11/03/03 | S. Avila | Sale of Company | Telephone conversations with various potential investors re: investment in GMI, status of process, due diligence. | 0:48 | 475.00 | 380.00 |
| 11/03/03 | S. Avila | Sale of Company | Telephone conversations with various potential investors. | 1:30 | 475.00 | 712.50 |
| 11/04/03 | S. Avila | Sale of Company | Draft correspondence to various parties re: meeting with UK Licensee - investment in GMI | 0:12 | 475.00 | 95.00 |
| 11/04/03 | S. Avila | Sale of Company | Review and revise investor tracking log | 0:24 | 475.00 | 190.00 |
| 11/04/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: update on sale process and schedule for meeting with Bob | 0:24 | 475.00 | 190.00 |
| 11/05/03 | D. Dixon | Sale of Company | Research the potential purchasers for weekly cash report. | 0:18 | 390.00 | 117.00 |
| 11/05/03 | S. Avila | Sale of Company | Review and revise investor tracking log. | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|--------|
| 11/05/03 | S. Avila | Sale of Company | Telephone call with representatives of Kroll re: on-site visit the week of 11/10. | 0:18 | 475.00 | 142.50 |
| 11/05/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: due diligence and status of sale process | 0:36 | 475.00 | 285.00 |
| 11/05/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: schedule on site meetings, status of restructuring planning. | 0:36 | 475.00 | 285.00 |
| 11/05/03 | S. Avila | Sale of Company | Various conversations with potential investors. | 0:54 | 475.00 | 427.50 |
| 11/06/03 | S. Avila | Sale of Company | Review and revise investor tracking information. | 0:36 | 475.00 | 285.00 |
| 11/06/03 | S. Avila | Sale of Company | Review Magnum Proposal and distribute to R. Feinstein (PSZYJW) | 0:30 | 475.00 | 237.50 |
| 11/06/03 | S. Avila | Sale of Company | Telephone conversation with J. Naccarato (Cerberus) re: meetings with potential investors; review YTD financial performance | 0:24 | 475.00 | 190.00 |
| 11/06/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: review Magnum offer. | 0:12 | 475.00 | 95.00 |
| 11/06/03 | S. Avila | Sale of Company | Various telephone conversations with potential investors. | 0:48 | 475.00 | 380.00 |
| 11/10/03 | JC Crouse | Sale of Company | Build bridge between historical financials and restructuring plans | 0:30 | 325.00 | 162.50 |
| 11/10/03 | JC Crouse | Sale of Company | Develop plans to address restructuring issues | 0:48 | 325.00 | 260.00 |
| 11/10/03 | JC Crouse | Sale of Company | Read and respond to emails on due diligence | 0:36 | 325.00 | 195.00 |
| 11/10/03 | JC Crouse | Sale of Company | Telecon with Imperial Capital | 0:12 | 325.00 | 65.00 |
| 11/10/03 | S. Avila | Sale of Company | Discussions with J. Naccarato (Cerberus) re: status of sale process and preparation for meeting with UK Licensee. | 0:36 | 475.00 | 285.00 |
| 11/10/03 | S. Avila | Sale of Company | Discussions with R. Williams and D. Huse (Kroll) re: due diligence and tactics for investing in GMI | 1:30 | 475.00 | 712.50 |
| 11/10/03 | S. Avila | Sale of Company | Discussions with representatives of UK Licensee and Kroll re: acquisition of GMI | 1:30 | 475.00 | 712.50 |
| 11/10/03 | S. Avila | Sale of Company | Discussions with various representatives of UK Licensee, J. Naccarato (Cerberus) and R. Feinstein (PSZYJW) re: acquisition of GMI | 2:00 | 475.00 | 950.00 |
| 11/10/03 | S. Avila | Sale of Company | Review and revise potential investor tracking log. | 0:18 | 475.00 | 142.50 |
| 11/10/03 | S. Avila | Sale of Company | Telephone conversation with representatives of Magna Publishing re: offer to purchase Bondholders Notes | 0:36 | 475.00 | 285.00 |
| 11/10/03 | S. Avila | Sale of Company | Telephone conversation with S. Wasserman re: information request and schedule of on-site due diligence. | 0:18 | 475.00 | 142.50 |
| 11/10/03 | S. Avila | Sale of Company | Telephone conversations with various parties interested in investing in GMI re: status, due diligence requests. | 0:24 | 475.00 | 190.00 |
| 11/11/03 | JC Crouse | Sale of Company | Respond to due diligence requests | 0:54 | 325.00 | 292.50 |
| 11/11/03 | S. Avila | Sale of Company | Discussions with representatives of Kroll re: UK Licensee potential acquisition of GMI | 0:42 | 475.00 | 332.50 |
| 11/11/03 | S. Avila | Sale of Company | Draft correspondence to B. Vazoulas (GMI) re: on-site visit from S. Wasserman. | 0:06 | 475.00 | 47.50 |
| 11/11/03 | S. Avila | Sale of Company | Draft correspondence to S. Michaels (GMI) re: distribution of CA to potential investors. | 0:12 | 475.00 | 95.00 |
| 11/11/03 | S. Avila | Sale of Company | Review and revise potential investor tracking log | 0:18 | 475.00 | 142.50 |
| 11/11/03 | S. Avila | Sale of Company | Various telephone conversations with parties potentially interested in acquiring GMI.. | 0:36 | 475.00 | 285.00 |
| 11/12/03 | S. Avila | Sale of Company | Discussions with S. Wasserman and other representatives of potential investor group re: on-site due diligence for November 12th and 13th. | 0:36 | 475.00 | 285.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|--------|
| 11/12/03 | S. Avila | Sale of Company | Draft correspondence to Private Media, R. Feinstein and J. Naccarato reschedule for Private Media on site due diligence. | 0:24 | 475.00 | 190.00 |
| 11/12/03 | S. Avila | Sale of Company | Review Imperial Capital information request with S. Michaels and draft correspondence to R. Feinstein (PSZYJW). | 0:24 | 475.00 | 190.00 |
| 11/12/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast (Private Media) re: schedule and agenda for on-site meeting the week of November 24th. | 0:36 | 475.00 | 285.00 |
| 11/12/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: schedule for on-site visits by Private and LFP; PSZYJW action items; restructuring strategy and tactics | 0:30 | 475.00 | 237.50 |
| 11/12/03 | S. Avila | Sale of Company | Telephone conversations with various potential investors re: status of sale process and on-site due diligence. | 0:30 | 475.00 | 237.50 |
| 11/13/03 | JC Crouse | Sale of Company | Telephone discussions with S. Avila (CRP) re: due diligence requests and financial projections. | 0:18 | 325.00 | 97.50 |
| 11/13/03 | JC Crouse | Sale of Company | Meeting with Wasserman and review of restructuring models | 2:24 | 325.00 | 780.00 |
| 11/13/03 | S. Avila | Sale of Company | Telephone discussions with C. Crouse (CRP) re: due diligence requests and financial projections. | 0:18 | 475.00 | 142.50 |
| 11/13/03 | S. Avila | Sale of Company | Telephone conversations with S. Michaels re: various due diligence requests, discussions with potential investors. | 0:24 | 475.00 | 190.00 |
| 11/14/03 | JC Crouse | Sale of Company | Provide answers to Due Diligence requests from Wasserman | 0:30 | 325.00 | 162.50 |
| 11/14/03 | S. Avila | Sale of Company | Telephone conversation with C Crouse (CRP) re: various due diligence requests. | 0:12 | 475.00 | 95.00 |
| 11/14/03 | S. Avila | Sale of Company | Telephone conversation with S. Michaels re: S. Wasserman due diligence requests. | 0:18 | 475.00 | 142.50 |
| 11/14/03 | S. Avila | Sale of Company | Telephone conversations with various potential investors. | 0:18 | 475.00 | 142.50 |
| 11/15/03 | S. Avila | Sale of Company | Review investor tracking log | 0:24 | 475.00 | 190.00 |
| 11/15/03 | S. Avila | Sale of Company | Review offer to purchase Penthouse assets from UK licensee. | 0:18 | 475.00 | 142.50 |
| 11/15/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: S. Wasserman information requests. | 0:12 | 475.00 | 95.00 |
| 11/15/03 | S. Avila | Sale of Company | Telephone conversation with S. Michaels re: various due diligence requests. | 0:12 | 475.00 | 95.00 |
| 11/15/03 | S. Avila | Sale of Company | Various telephone calls to S Wasserman re: due diligence requests. | 0:12 | 475.00 | 95.00 |
| 11/17/03 | JC Crouse | Sale of Company | Collect and provide due diligence information for Wasserman | 0:30 | 325.00 | 162.50 |
| 11/17/03 | JC Crouse | Sale of Company | Telecon with JH Cohn on progress of potential investors | 0:24 | 325.00 | 130.00 |
| 11/17/03 | JC Crouse | Sale of Company | Telecon with Wasserman group on due diligence | 0:45 | 325.00 | 243.75 |
| 11/17/03 | S. Avila | Sale of Company | Review and respond to information request from Imperial Capital. | 0:30 | 475.00 | 237.50 |
| 11/17/03 | S. Avila | Sale of Company | Review and respond to information request from S. Wassermann. | 0:18 | 475.00 | 142.50 |
| 11/17/03 | S. Avila | Sale of Company | Review and revise investor tracking information; review outstanding information requests and information requests log. | 1:30 | 475.00 | 712.50 |
| 11/17/03 | S. Avila | Sale of Company | Various telephone calls to potential investors | 0:48 | 475.00 | 380.00 |
| 11/18/03 | D. Dixon | Sale of Company | Meeting with potential buyer group regarding additional due diligence data. | 2:18 | 390.00 | 897.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|--|------|--------|--------|
| 11/18/03 | D. Dixon | Sale of Company | Research and prepare responses to questions submitted by potential buyer of the company. | 0:30 | 390.00 | 195.00 |
| 11/18/03 | S. Avila | Sale of Company | Discussions with representatives of the Score Group re: due diligence on GMI | 0:36 | 475.00 | 285.00 |
| 11/18/03 | S. Avila | Sale of Company | Meeting with representatives of the Score Group | 0:48 | 475.00 | 380.00 |
| 11/18/03 | S. Avila | Sale of Company | Review and revise investor tracking schedule | 0:24 | 475.00 | 190.00 |
| 11/18/03 | S. Avila | Sale of Company | Review and revise on-site meeting schedules for groups scheduled to be on site week of 11/17 and 11/24. | 0:42 | 475.00 | 332.50 |
| 11/18/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: information request and on-site meeting scheduled for 11/19. | 0:30 | 475.00 | 237.50 |
| 11/18/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: schedule of potential investor meetings | 0:18 | 475.00 | 142.50 |
| 11/18/03 | S. Avila | Sale of Company | Various telephone conversations with parties interested in investing in GMI | 0:48 | 475.00 | 380.00 |
| 11/18/03 | S. Avila | Sale of Company | Various telephone conversations with potential investors in GMI re: due diligence requests and status of sale process. | 0:48 | 475.00 | 380.00 |
| 11/19/03 | S. Avila | Sale of Company | Discussions with representatives of LFP and Imperial re: status of restructuring process and operating issues. | 0:42 | 475.00 | 332.50 |
| 11/19/03 | S. Avila | Sale of Company | Discussions with representatives of LFP and Imperial Capital re: information request. | 0:36 | 475.00 | 285.00 |
| 11/19/03 | S. Avila | Sale of Company | Discussions with representatives of LFP and Imperial Capital re: purchase of GMI assets. | 0:54 | 475.00 | 427.50 |
| 11/19/03 | S. Avila | Sale of Company | Discussions with representatives of the Huff Alternative Fund re: investment in GMI | 0:36 | 475.00 | 285.00 |
| 11/19/03 | S. Avila | Sale of Company | Review due diligence requests from parties interested in investing in GMI | 0:24 | 475.00 | 190.00 |
| 11/19/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: agenda for on-site meeting week of 11/24. | 0:18 | 475.00 | 142.50 |
| 11/19/03 | S. Avila | Sale of Company | Telephone conversation with representatives of the Score Group re: due diligence request and agenda for on-site meeting. | 0:18 | 475.00 | 142.50 |
| 11/20/03 | D. Dixon | Sale of Company | Research and provide data to potential buyers as they complete their due diligence. | 0:24 | 390.00 | 156.00 |
| 11/20/03 | JC Crouse | Sale of Company | Telecon with Wasserman group on due diligence | 1:00 | 325.00 | 325.00 |
| 11/20/03 | S. Avila | Sale of Company | Discussions with R. Feinstein (PSZYJW) and representatives of LFP and Imperial Capital re: sale of GMI assets and review due diligence requests. | 1:30 | 475.00 | 712.50 |
| 11/20/03 | S. Avila | Sale of Company | Review and compile information pursuant C. Prast information request. | 0:18 | 475.00 | 142.50 |
| 11/20/03 | S. Avila | Sale of Company | Review and compile information pursuant S. Wasserman information request. | 0:24 | 475.00 | 190.00 |
| 11/20/03 | S. Avila | Sale of Company | Review and revise due diligence requests | 0:30 | 475.00 | 237.50 |
| 11/20/03 | S. Avila | Sale of Company | Review and revise potential investor tracking schedule. | 0:18 | 475.00 | 142.50 |
| 11/20/03 | S. Avila | Sale of Company | Review information request from the Score Group. | 0:30 | 475.00 | 237.50 |
| 11/20/03 | S. Avila | Sale of Company | Review information request from M. Bell re: Guccione compensation; and discuss with S. Michael | 0:30 | 475.00 | 237.50 |
| 11/20/03 | S. Avila | Sale of Company | Review issues pertaining to the NTS contract pursuant to request from potential investors. | 0:30 | 475.00 | 237.50 |
| 11/20/03 | S. Avila | Sale of Company | Telephone conversation with C. Zucker (JHC) re: Curtis claim. | 0:18 | 475.00 | 142.50 |
| 11/20/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: due diligence requests. | 0:18 | 475.00 | 142.50 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|-----------------|---|------|--------|--------|
| 11/20/03 | S. Avila | Sale of Company | Telephone conversations with various parties interested in purchasing the GMI assets. | 0:36 | 475.00 | 285.00 |
| 11/21/03 | S. Avila | Sale of Company | Draft e-mail correspondence to R. Feinstein (PSZYJW) re: due diligence requests by S. Wasserman. | 0:18 | 475.00 | 142.50 |
| 11/21/03 | S. Avila | Sale of Company | Review status of various outstanding information requests. | 0:30 | 475.00 | 237.50 |
| 11/21/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: due diligence request and agenda for meeting next week. | 0:30 | 475.00 | 237.50 |
| 11/23/03 | S. Avila | Sale of Company | Review and respond to correspondence from the Score Group re: information requests. | 0:24 | 475.00 | 190.00 |
| 11/23/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: sale of McKay Bonds and impact on restructuring. | 0:30 | 475.00 | 237.50 |
| 11/23/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: on-site meeting on 11/24 and sale of McKay bonds. | 0:24 | 475.00 | 190.00 |
| 11/24/03 | JC Crouse | Sale of Company | Meeting with GMI Staff on Bond purchase and implications | 1:00 | 325.00 | 325.00 |
| 11/24/03 | JC Crouse | Sale of Company | Due Diligence questions - Wasserman group | 0:54 | 325.00 | 292.50 |
| 11/24/03 | S. Avila | Sale of Company | Discussions with representatives in Beate Uhse re: due diligence review of GMI financials and operations. | 0:48 | 475.00 | 380.00 |
| 11/24/03 | S. Avila | Sale of Company | Discussions with representatives of Beate Uhse re: purchase of GMI's assets. | 0:48 | 475.00 | 380.00 |
| 11/24/03 | S. Avila | Sale of Company | Meeting with representative of M. Bell Capital re: due diligence process. | 0:42 | 475.00 | 332.50 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation of R. Feinstein (PSZYJW) re: discussions with M. Bell; DIP covenants and associated waiver discussions; case strategy | 0:36 | 475.00 | 285.00 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: information request and possible impact on sale process due to sale of bonds. | 0:18 | 475.00 | 142.50 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: sale of McKay bonds and potential impact on sale process. | 0:36 | 475.00 | 285.00 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation with M. Bell re: on-site meeting. | 0:12 | 475.00 | 95.00 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation with M. Lui re: due diligence request and status of sale process. | 0:24 | 475.00 | 190.00 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation with representatives of Beate Uhse re: due diligence requests and status of restructuring process. | 0:30 | 475.00 | 237.50 |
| 11/24/03 | S. Avila | Sale of Company | Telephone conversation with S. Wasserman re: information request | 0:18 | 475.00 | 142.50 |
| 11/25/03 | JC Crouse | Sale of Company | Due Diligence discussion with E&Y Consultants | 0:48 | 325.00 | 260.00 |
| 11/25/03 | JC Crouse | Sale of Company | Due Diligence request for Charles Prast | 0:18 | 325.00 | 97.50 |
| 11/25/03 | JC Crouse | Sale of Company | Meeting with Charles Prast | 0:48 | 325.00 | 260.00 |
| 11/25/03 | JC Crouse | Sale of Company | Telecon with Wasserman Group | 0:30 | 325.00 | 162.50 |
| 11/25/03 | S. Avila | Sale of Company | Discussions with C. Prast re: status of Beate Uhse interest in GMI and possible restructuring scenarios. | 0:24 | 475.00 | 190.00 |
| 11/25/03 | S. Avila | Sale of Company | Discussions with C. Zucker (JHC) re: status of Beate Uhse and their interest in GMI | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Sale of Company | Discussions with representatives of Beate Uhse, C. Zucker (JHC) and representatives of Clifford Paper as Chairman of the UCC re: Beate Uhse interest in GMI | 0:36 | 475.00 | 285.00 |
| 11/25/03 | S. Avila | Sale of Company | Meeting with representatives of Beate Uhse re: status of sale process, due diligence requests. | 0:24 | 475.00 | 190.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|----------|-----------------|--|------|--------|--------|
| 11/25/03 | S. Avila | Sale of Company | Meeting with representatives of Beate Uhse re: due diligence process; status of sale; and potential meetings with the UCC and Cerberus | 0:30 | 475.00 | 237.50 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with D. Huse (Kroll) re: status of sale process. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with J. Naccarato (Cerberus) re: meeting with Beate Uhse | 0:12 | 475.00 | 95.00 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: restructuring strategy - M. Bell's interest in GMI | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: sale process; DIP covenant, waiver from DIP lenders. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with representative of S. Wasserman re: due diligence requests; status of sale process. | 0:36 | 475.00 | 285.00 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with S. Wasserman re: information request | 0:12 | 475.00 | 95.00 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversation with J. McNamara (Imperial) re: status of sale process. | 0:24 | 475.00 | 190.00 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversations with Dan of M. Bell Capital re: due diligence requests and discussions regarding GMI's operations. | 0:36 | 475.00 | 285.00 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversations with potential investors in GMI re: status of sale proceedings. | 0:18 | 475.00 | 142.50 |
| 11/25/03 | S. Avila | Sale of Company | Telephone conversations with M. Stevens re: interest in purchasing GMI assets. | 0:24 | 475.00 | 190.00 |
| 11/26/03 | S. Avila | Sale of Company | Create copies of due diligence information on CD | 0:36 | 475.00 | 285.00 |
| 11/26/03 | S. Avila | Sale of Company | Discussions with E&Y re: due diligence requests | 0:54 | 475.00 | 427.50 |
| 11/26/03 | S. Avila | Sale of Company | Discussions with representatives of E&Y re: due diligence requests | 0:30 | 475.00 | 237.50 |
| 11/26/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status of Beate Uhse's interest in GMI and due diligence requests. | 0:24 | 475.00 | 190.00 |
| 11/26/03 | S. Avila | Sale of Company | Telephone conversation with C. Zucker (JHC) re: status of Beate Uhse's interest in GMI | 0:18 | 475.00 | 142.50 |
| 11/26/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: status of DIP waive discussions with Cerberus; sale strategy with M. Bell; DIP financing by M. Bell. | 0:36 | 475.00 | 285.00 |
| 11/26/03 | S. Avila | Sale of Company | Various telephone conversations with potential investors re: status of restructuring activities and due diligence requests. | 0:36 | 475.00 | 285.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with representative of J. Golding re: asset sale | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with D. Huse (Kroll) re: status of sale process. | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status of sale process | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: status of sales process. | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Discussions with M. Stevens re: potential interest in GMI | 0:30 | 475.00 | 237.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversations with Marc Bell and D. Staton re: due diligence process | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status and process of sales efforts. | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: sales process | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---------|----------|-----------------|---|------|--------|--------|
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: sale of Cerberus bonds | 0:24 | 475.00 | 190.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with representatives of E&Y re: tax due diligence | 0:30 | 475.00 | 237.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with counsel for potential investor re: sale of bonds | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with representatives for Beate Uhse re: due diligence requests. | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with J. Naccarato (Cerberus) re; sale of bonds | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: sale of Cerberus bonds | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: purchase of Cerberus bonds | 0:12 | 475.00 | 95.00 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein purchase of Cerberus bonds by M. Bell | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Sale of Company | Review and distribute E&Y information request | 0:30 | 475.00 | 237.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with A. Obberman re: status of sale process | 0:18 | 475.00 | 142.50 |
| 12/1/03 | S. Avila | Sale of Company | Telephone conversation with representative of M Bell Capital re: due diligence process | 0:18 | 475.00 | 142.50 |
| 12/2/03 | S. Avila | Sale of Company | Discussions with representatives of the Score Group re: due diligence, sale of bonds, status of sale proceedings. | 0:48 | 475.00 | 380.00 |
| 12/2/03 | S. Avila | Sale of Company | Review and distribute information request from Score Group | 0:24 | 475.00 | 190.00 |
| 12/2/03 | S. Avila | Sale of Company | Review and distribute information request from E&Y | 0:24 | 475.00 | 190.00 |
| 12/2/03 | S. Avila | Sale of Company | Discussions with the Score Group re: sales process; status of bondholders. | 0:36 | 475.00 | 285.00 |
| 12/2/03 | S. Avila | Sale of Company | Various telephone calls to potential investors re: status of sales process. | 0:42 | 475.00 | 332.50 |
| 12/2/03 | S. Avila | Sale of Company | Review and revise investor tracking information | 0:12 | 475.00 | 95.00 |
| 12/2/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: progress on sales process; due diligence requests | 0:36 | 475.00 | 285.00 |
| 12/3/03 | D. Dixon | Sale of Company | Provide due diligence support to team from Beate Uhse. | 0:12 | 390.00 | 78.00 |
| 12/3/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status of sales process; | 0:24 | 475.00 | 190.00 |
| 12/3/03 | S. Avila | Sale of Company | Meeting with S. Siegel (representative of J. Goldings) re: status of sales process | 0:36 | 475.00 | 285.00 |
| 12/3/03 | S. Avila | Sale of Company | Review and distribute E&Y information request | 0:36 | 475.00 | 285.00 |
| 12/3/03 | S. Avila | Sale of Company | Discussions with K. Fuchs re: M. Bell due diligence requests. | 0:24 | 475.00 | 190.00 |
| 12/4/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: status of C. Prast interest in organization. | 0:18 | 475.00 | 142.50 |
| 12/4/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re update on C. Prast offer | 0:18 | 475.00 | 142.50 |
| 12/4/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: review of Beate Uhse's latest offer. | 0:12 | 475.00 | 95.00 |
| 12/5/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: purchase of bonds by M Bell Capital. | 0:18 | 475.00 | 142.50 |
| 12/5/03 | S. Avila | Sale of Company | Discussions with C. Zucker (JHC) re: status of Beate Uhse's interest. | 0:12 | 475.00 | 95.00 |
| 12/8/03 | D. Dixon | Sale of Company | Return call to R. Mitra regarding general operations issues. | 0:12 | 390.00 | 78.00 |
| 12/8/03 | S. Avila | Sale of Company | Telephone conversation with | 0:12 | 475.00 | 95.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|------------------------------|-----------|-----------------|---|---------------|--------|-------------------|
| 12/8/03 | S. Avila | Sale of Company | Review and modify investor tracking detail ; and informational requests. | 0:36 | 475.00 | 285.00 |
| 12/8/03 | S. Avila | Sale of Company | Telephone conversation with various potential investors re: status of sale process | 0:42 | 475.00 | 332.50 |
| 12/8/03 | S. Avila | Sale of Company | Telephone conversation with D. Staton (M Bell Capital) re: due diligence requests | 0:48 | 475.00 | 380.00 |
| 12/9/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status of sale process; and continued interest by Beate Uhse. | 0:30 | 475.00 | 237.50 |
| 12/9/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: status of Beate Uhse. | 0:18 | 475.00 | 142.50 |
| 12/9/03 | S. Avila | Sale of Company | Review and distribute Beate Uhse information request. | 0:24 | 475.00 | 190.00 |
| 12/9/03 | S. Avila | Sale of Company | Draft correspondence in response to Beate Uhse information request. | 0:18 | 475.00 | 142.50 |
| 12/9/03 | S. Avila | Sale of Company | Telephone conversation with Rob Feinstein (PSZYJW) re: Beate Uhse's interest in GMI. | 0:12 | 475.00 | 95.00 |
| 12/9/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status of Beate Uhse's interest in GMI. | 0:30 | 475.00 | 237.50 |
| 12/9/03 | S. Avila | Sale of Company | Telephone conversation with M. Bell re: meeting regarding due diligence requests, meeting with GMI management and hearing on 12/10/03 | 0:30 | 475.00 | 237.50 |
| 12/9/03 | S. Avila | Sale of Company | Telephone conversation with D. Stanton re: due diligence requests and meeting with GMI management | 0:30 | 475.00 | 237.50 |
| 12/10/03 | JC Crouse | Sale of Company | Executory Contract review with Mark Bell Capital | 1:48 | 325.00 | 585.00 |
| 12/10/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: status of hearing on DIP financing and exclusivity | 0:18 | 475.00 | 142.50 |
| 12/11/03 | JC Crouse | Sale of Company | Answer Due Diligence questions from Mark Bell Capital | 2:00 | 325.00 | 650.00 |
| 12/11/03 | JC Crouse | Sale of Company | Meeting with Mark Bell Capital to answer questions on Executory Contracts | 1:00 | 325.00 | 325.00 |
| 12/11/03 | JC Crouse | Sale of Company | Investigate answers to questions from meeting with Mark Bell Capital to answer questions on Executory Contracts | 1:00 | 325.00 | 325.00 |
| 12/11/03 | S. Avila | Sale of Company | Telephone conversation with R. Feinstein (PSZYJW) re: update on changes to disclosure statement | 0:24 | 475.00 | 190.00 |
| 12/11/03 | S. Avila | Sale of Company | Meeting with D. Straton (Bell Capital) re: due diligence | 1:30 | 475.00 | 712.50 |
| 12/11/03 | S. Avila | Sale of Company | Meeting with M. Bell re: due diligence | 0:54 | 475.00 | 427.50 |
| 12/11/03 | S. Avila | Sale of Company | Discussions with M. Bell Capital re: due diligence information | 0:36 | 475.00 | 285.00 |
| 12/11/03 | S. Avila | Sale of Company | Telephone conversation with representative of S. Wasserman group re: status of restructuring process. | 0:24 | 475.00 | 190.00 |
| 12/12/03 | S. Avila | Sale of Company | Telephone conversation with C. Prast re: continued interest in GMI. | 0:24 | 475.00 | 190.00 |
| 12/12/03 | S. Avila | Sale of Company | Review schedule detailing request for return of due diligence material. | 0:18 | 475.00 | 142.50 |
| 12/15/03 | D. Dixon | Sale of Company | Transition time with staff. | 5:00 | 390.00 | 1,950.00 |
| 12/15/03 | D. Dixon | Sale of Company | Transition time with Seneca Financial Group and R. Feinstein. | 2:00 | 390.00 | 780.00 |
| 12/15/03 | JC Crouse | Sale of Company | Transition meeting with Pachulski | 1:30 | 325.00 | 487.50 |
| 12/15/03 | S. Avila | Sale of Company | Telephone calls with various potential investors re: transition of CRP | 0:42 | 475.00 | 332.50 |
| Sale of Company Total | | | | 458.87 | | 152,410.41 |
| 08/12/03 | D. Dixon | Travel | Travel time from Dallas to New York | 5:00 | 195.00 | 975.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|----------|-----------|----------|---|------|--------|----------|
| 08/15/03 | D. Dixon | Travel | Travel time from New York to Dallas | 5:00 | 195.00 | 975.00 |
| 08/15/03 | S. Avila | Travel | Travel from NY to Los Angeles | 8:00 | 237.50 | 1,900.00 |
| 08/17/03 | D. Dixon | Travel | Travel from Dallas to New York, not charged in lieu of airline ticket from Dallas to Portland. | 5:00 | 195.00 | 975.00 |
| 08/17/03 | S. Avila | Travel | Travel from Los Angeles to New York | 9:00 | 237.50 | 2,137.50 |
| 08/18/03 | JC Crouse | Travel | Travel Chsn - LGA | 4:30 | 162.50 | 731.25 |
| 08/21/03 | D. Dixon | Travel | Travel to Portland | 9:00 | 195.00 | 1,755.00 |
| 08/21/03 | S. Avila | Travel | Travel from JFK to Los Angeles | 8:00 | 237.50 | 1,900.00 |
| 08/22/03 | JC Crouse | Travel | Travel from LGA - Chsn | 3:30 | 162.50 | 568.75 |
| 08/24/03 | S. Avila | Travel | Travel from San Francisco to New York | 7:00 | 237.50 | 1,662.50 |
| 08/25/03 | JC Crouse | Travel | Travel from Chsn to LGA | 3:30 | 162.50 | 568.75 |
| 08/26/03 | A. Snyder | Travel | Travel time at half time. | 9:00 | 87.50 | 787.50 |
| 08/29/03 | A. Snyder | Travel | Travel time at half time. | 9:00 | 87.50 | 787.50 |
| 08/29/03 | D. Dixon | Travel | Travel from NYC to Dallas | 5:00 | 195.00 | 975.00 |
| 08/29/03 | D. Dixon | Travel | Travel from Portland to NYC | 9:00 | 195.00 | 1,755.00 |
| 08/29/03 | JC Crouse | Travel | Travel from LGA - Chsn | 4:00 | 162.50 | 650.00 |
| 08/29/03 | S. Avila | Travel | Travel from New York to Long Beach - 8/29/03 | 7:30 | 237.50 | 1,781.25 |
| 09/01/03 | D. Dixon | Travel | Travel from Dallas to New York | 6:00 | 195.00 | 1,170.00 |
| 09/01/03 | S. Avila | Travel | Travel from Long Beach to JFK | 7:00 | 237.50 | 1,662.50 |
| 09/01/03 | S. Avila | Travel | Travel from Los Angeles to JFK | 8:00 | 237.50 | 1,900.00 |
| 09/02/03 | A. Snyder | Travel | Travel time from San Diego to NYC | 7:00 | 87.50 | 612.50 |
| 09/03/03 | JC Crouse | Travel | Travel from Chsn to LGA | 4:00 | 162.50 | 650.00 |
| 09/05/03 | D. Dixon | Travel | Travel to and from Cerberus offices to meet with Joe N. | 1:00 | 195.00 | 195.00 |
| 09/07/03 | A. Snyder | Travel | Travel time JFK to San Diego. | 7:00 | 87.50 | 612.50 |
| 09/11/03 | S. Avila | Travel | Travel from JFK to Long Beach | 7:00 | 237.50 | 1,662.50 |
| 09/12/03 | JC Crouse | Travel | Travel from LGA to Chsn | 4:00 | 162.50 | 650.00 |
| 09/14/03 | S. Avila | Travel | Travel from residence to NY | 7:30 | 237.50 | 1,781.25 |
| 09/15/03 | JC Crouse | Travel | Travel from Chsn to GMI Office | 4:00 | 162.50 | 650.00 |
| 09/15/03 | JC Crouse | Travel | Travel from Hotel to Home | 4:30 | 162.50 | 731.25 |
| 09/18/03 | D. Dixon | Travel | Travel from EWR to DFW | 5:00 | 195.00 | 975.00 |
| 09/18/03 | S. Avila | Travel | Travel from NY to Las Vegas | 6:30 | 237.50 | 1,543.75 |
| 09/21/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 09/21/03 | S. Avila | Travel | Travel from Los Angeles to JFK | 7:30 | 237.50 | 1,781.25 |
| 09/23/03 | JC Crouse | Travel | Travel from Chsn to GMI Office | 5:30 | 162.50 | 893.75 |
| 09/26/03 | D. Dixon | Travel | Travel from EWR to DFW | 4:00 | 195.00 | 780.00 |
| 09/26/03 | JC Crouse | Travel | Travel from GMI Office to Chsn | 4:30 | 162.50 | 731.25 |
| 09/26/03 | S. Avila | Travel | Travel from JFK to Long Beach | 7:30 | 237.50 | 1,781.25 |
| 09/28/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 09/28/03 | S. Avila | Travel | Travel from residence to NY | 0:30 | 237.50 | 118.75 |
| 09/29/03 | JC Crouse | Travel | Travel from Home to GMI Office | 4:00 | 162.50 | 650.00 |
| 10/02/03 | D. Dixon | Travel | Travel from NYC to DFW | 5:00 | 195.00 | 975.00 |
| 10/03/03 | JC Crouse | Travel | Travel from GMI Office to Home | 4:30 | 162.50 | 731.25 |
| 10/04/03 | S. Avila | Travel | Travel from NY to San Francisco | 7:30 | 237.50 | 1,781.25 |
| 10/05/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 10/05/03 | S. Avila | Travel | Travel from San Francisco to New York | 7:30 | 237.50 | 1,781.25 |
| 10/06/03 | JC Crouse | Travel | Travel from Chsn - LGA GMI Office | 4:06 | 162.50 | 666.25 |
| 10/09/03 | D. Dixon | Travel | Travel from NYC to DFW | 5:00 | 195.00 | 975.00 |
| 10/09/03 | S. Avila | Travel | Travel from New York to San Francisco | 7:30 | 237.50 | 1,781.25 |
| 10/10/03 | JC Crouse | Travel | Travel from LGA to Chsn | 4:30 | 162.50 | 731.25 |
| 10/12/03 | D. Dixon | Travel | Travel from DFW to NYC | 6:00 | 195.00 | 1,170.00 |
| 10/14/03 | JC Crouse | Travel | Travel from home to GMI office | 4:00 | 162.50 | 650.00 |
| 10/16/03 | D. Dixon | Travel | Travel from EWR to DFW | 5:00 | 195.00 | 975.00 |
| 10/17/03 | JC Crouse | Travel | Travel from GMI office to home | 4:00 | 162.50 | 650.00 |
| 10/19/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 10/19/03 | S. Avila | Travel | Travel from Los Angeles to New York | 7:00 | 237.50 | 1,662.50 |
| 10/20/03 | JC Crouse | Travel | Travel from Chsn to GMI office | 4:00 | 162.50 | 650.00 |

| Date | Name | Activity | Description | Time | Rate | Fee |
|---------------------|-----------|----------|--|-----------------|--------|---------------------|
| 10/24/03 | D. Dixon | Travel | Travel from NYC to DFW | 5:00 | 195.00 | 975.00 |
| 10/24/03 | JC Crouse | Travel | Travel from GMI to Home | 4:30 | 162.50 | 731.25 |
| 10/26/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 10/26/03 | S. Avila | Travel | Travel from Long Beach to JFK | 8:00 | 237.50 | 1,900.00 |
| 10/27/03 | JC Crouse | Travel | Travel from Chsn to GMI Office | 4:15 | 162.50 | 690.63 |
| 10/30/03 | D. Dixon | Travel | Travel from NYC to DFW | 5:00 | 195.00 | 975.00 |
| 10/31/03 | JC Crouse | Travel | Travel from GMI Office to Chsn | 4:00 | 162.50 | 650.00 |
| 10/31/03 | S. Avila | Travel | Travel from NY to residence in Los Angeles | 8:00 | 237.50 | 1,900.00 |
| 11/02/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 11/02/03 | S. Avila | Travel | Travel from LA to New York | 7:30 | 237.50 | 1,781.25 |
| 11/06/03 | D. Dixon | Travel | Travel from NYC to DFW. | 6:00 | 195.00 | 1,170.00 |
| 11/07/03 | S. Avila | Travel | Travel from NY to Long Beach | 7:30 | 237.50 | 1,781.25 |
| 11/09/03 | D. Dixon | Travel | Travel from DFW to NYC. | 5:00 | 195.00 | 975.00 |
| 11/09/03 | S. Avila | Travel | Travel from residence in Los Angeles to NY | 7:30 | 237.50 | 1,781.25 |
| 11/10/03 | JC Crouse | Travel | Travel from Chsn to GMI Offices | 4:30 | 162.50 | 731.25 |
| 11/12/03 | S. Avila | Travel | Travel from NY to Los Angeles | 8:30 | 237.50 | 2,018.75 |
| 11/13/03 | D. Dixon | Travel | Travel from EWR to DFW | 6:00 | 195.00 | 1,170.00 |
| 11/14/03 | JC Crouse | Travel | Travel from GMI Offices | 2:30 | 162.50 | 406.25 |
| 11/16/03 | D. Dixon | Travel | Travel from DFW to NYC | 5:00 | 195.00 | 975.00 |
| 11/16/03 | JC Crouse | Travel | Travel from Pennsylvania to Hotel | 3:00 | 162.50 | 487.50 |
| 11/16/03 | S. Avila | Travel | Travel from residence to NY | 7:30 | 237.50 | 1,781.25 |
| 11/20/03 | D. Dixon | Travel | Travel from NYC to DFW | 5:00 | 195.00 | 975.00 |
| 11/21/03 | JC Crouse | Travel | Travel from Hotel to Chsn | 4:30 | 162.50 | 731.25 |
| 11/21/03 | S. Avila | Travel | Travel from NY to Los Angeles | 7:30 | 237.50 | 1,781.25 |
| 11/23/03 | S. Avila | Travel | Travel from residence to NY | 7:30 | 237.50 | 1,781.25 |
| 11/24/03 | JC Crouse | Travel | Travel from Chsn to GMI Offices | 4:00 | 162.50 | 650.00 |
| 11/26/03 | JC Crouse | Travel | Travel from GMI Offices to Chsn | 4:30 | 162.50 | 731.25 |
| 11/26/03 | S. Avila | Travel | Travel from NY to Los Angeles | 7:30 | 237.50 | 1,781.25 |
| 12/1/03 | D. Dixon | Travel | Travel from DFW to NYC | 6:00 | 195.00 | 1,170.00 |
| 12/1/03 | JC Crouse | Travel | Travel from Chsn to GMI Office | 4:00 | 162.50 | 650.00 |
| 12/3/03 | S. Avila | Travel | Travel from New York to Long Beach | 8:00 | 237.50 | 1,900.00 |
| 12/4/03 | D. Dixon | Travel | Travel from NYC to DFW. | 5:00 | 195.00 | 975.00 |
| 12/5/03 | JC Crouse | Travel | Travel from NYC to Chsn | 4:30 | 162.50 | 731.25 |
| 12/7/03 | D. Dixon | Travel | Travel from DFW to EWR | 6:00 | 195.00 | 1,170.00 |
| 12/7/03 | S. Avila | Travel | Travel from Los Angeles to New York | 7:30 | 237.50 | 1,781.25 |
| 12/8/03 | JC Crouse | Travel | travel from Chan to GMI Offices | 4:15 | 162.50 | 690.63 |
| 12/11/03 | JC Crouse | Travel | Travel from GMI Offices to Chsn | 4:30 | 162.50 | 731.25 |
| 12/15/03 | JC Crouse | Travel | Travel from Chsn to GMI office | 4:30 | 162.50 | 731.25 |
| 12/16/03 | D. Dixon | Travel | Travel from NYC to DFW | 6:00 | 195.00 | 1,170.00 |
| 12/17/03 | JC Crouse | Travel | NYC to Chsn | 4:30 | 162.50 | 731.25 |
| 12/17/03 | S. Avila | Travel | Travel from New York to Los Angeles | 7:30 | 237.50 | 1,781.25 |
| Travel Total | | | | 550.60 | | 108,972.51 |
| Grand Total | | | | 3,015.83 | | 1,046,436.00 |

EXHIBIT C

**GENERAL MEDIA, INC., ET AL.
CRP SERVICES, LLC
FEE SUMMARY
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

| Name | Reg. Hours | Reg. Rate | Regular Fees | Travel Hours | Travel Rate | Travel Fees | Total Hours | Blended Rate | Total Fees |
|--------------------|-----------------------|----------------------|-------------------------|-------------------------|------------------------|------------------------|------------------------|-------------------------|---------------------|
| A. Snyder | 139.00 | 175.00 | 24,325.00 | 32.00 | 87.50 | 2,800.00 | 171.00 | 158.63 | 27,125.00 |
| D. Dixon | 778.73 | 390.00 | 303,706.00 | 165.00 | 195.00 | 32,175.00 | 943.73 | 355.91 | 335,881.00 |
| JC Crouse | 757.64 | 325.00 | 246,219.99 | 133.06 | 162.50 | 21,628.76 | 890.70 | 300.72 | 267,848.75 |
| S. Avila | 765.10 | 475.00 | 363,212.50 | 220.50 | 237.50 | 52,368.75 | 985.60 | 421.65 | 415,581.25 |
| W. Snyder | 0.00 | 475.00 | 0.00 | 0.00 | 237.50 | 0.00 | 0.00 | 475.00 | 0.00 |
| Grand Total | 2,440.47 | 384.13 | 937,463.49 | 550.56 | 197.93 | 108,972.51 | 2,991.03 | 349.86 | 1,046,436.00 |

EXHIBIT D

**GENERAL MEDIA, INC., ET AL.
CRP SERVICES, LLC
DISBURSEMENT SCHEDULE
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

| EXPENSE DESCRIPTION | TOTAL |
|----------------------------|---------------------|
| Airfare | 34,805.05 |
| Ground Transportation | 8,147.25 |
| Lodging | 49,140.86 |
| Mail/Postage | 883.51 |
| Meals | 12,274.12 |
| Miscellaneous | 265.05 |
| Phone | 428.90 |
| Supplies | 559.89 |
| Attorneys' Fees | 65,082.00 |
| Admin – Credit | (1,260.00) |
| Total | \$170,326.63 |

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--------------------------------------|---|
| -----X | |
| | : |
| In re: | : |
| | : |
| | : |
| GENERAL MEDIA, INC., <u>et al.</u> , | : |
| | : |
| Debtors. | : |
| -----X | |

Chapter 11
Case No. 03-15078 (SMB)
(Jointly Administered)

**ORDER GRANTING APPLICATION OF CRP SERVICES, LLC AS
INDEPENDENT CONTRACTOR PROVIDING MANAGEMENT SERVICES
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR FINAL
ALLOWANCE AND AWARD OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
AUGUST 12, 2003 THROUGH DECEMBER 19, 2003**

Upon consideration of the Application, dated October 22, 2004 (the “Application”), of CRP Services, LLC (“CRP” or the “Applicant”), Independent Contractor for the Debtor and Debtors in Possession, for Final Allowance of Compensation and for the Reimbursement of Expenses for Services Rendered During the Period from August 12, 2003 through December 19, 2003 (the “Application Period”); and the Court having considered the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996; and the Court having jurisdiction to consider the relief requested in the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby,

ORDERED that, pursuant to section 330 of the Bankruptcy Code, the Application is GRANTED; and it is further

ORDERED that the Applicant is hereby allowed and awarded \$1,046,436.00 for compensation for professional services rendered to the Debtors during the Application Period, as well as compensation for the performance of professional services during the course of preparing the First Interim Application, as defined in the Application; and it is further

ORDERED that the Applicant is hereby allowed final reimbursement of its out-of-pocket expenses incurred in connection with the rendering of such services during the Application Period and in connection with the preparation and prosecution of the First Interim Application and this Application, in the amount of \$170,326.63 and such additional expenses, including legal fees, as shall be incurred by CRP in connection with the preparation and prosecution of this Application; and it is further

ORDERED that the Debtors are hereby authorized and directed to pay the Applicant the fees and expenses awarded herein.

Dated: _____, 2004
New York, New York

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Fred S. Hodara
Kenneth A. Davis
Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)

Counsel to CRP Services, LLC, Former Chief Restructuring
Officer for the Debtor and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|--------------------------------------|---|-------------------------|
| -----X | : | |
| In re: | : | Chapter 11 |
| | : | |
| GENERAL MEDIA, INC., <u>et al.</u> , | : | Case No. 03-15078 (SMB) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| -----X | | |

CERTIFICATION OF SERVICE

I, KENNETH A. DAVIS, certify as follows:

1. I am an attorney at the law firm of Akin Gump Strauss Hauer & Feld LLP, Counsel to CRP Services, LLC, Former Chief Restructuring Officer for the Debtors and Debtors in Possession.

2. On October 22, 2004, I caused the Application of CRP Services, LLC, as Independent Contractor Providing Management Services for the Debtor and Debtors in Possession, for Final Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the period August 12, 2003 through December 19, 2003 (the "Final Fee Application") to be served via hand delivery on the following:

Honorable Stuart M. Bernstein
United States Bankruptcy Court
Southern District of New York

1 Bowling Green
New York, New York 10004-1048

3. I also certify that on October 22, 2004, I caused the Final Fee Application to be served on the parties on the attached service list via first class mail.

Under penalty of perjury, I declare that the foregoing is true and correct.

Dated: October 22, 2004

/s/ Kenneth A. Davis
Kenneth A. Davis
AKIN GUMP STRAUSS HAUER & FELD LLP
590 Madison Avenue
New York, New York 10022
212-872-1000

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